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SEP 28 AN II: 05 NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger OTHER FILINGS **REGISTRATION** QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark

Other

Examiner's Initials

CR2E031(9/92)

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

DOWNTOWN (USA), INC.



Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

The name of DOWNTOWN (USA), Inc. shall be changed to Downtown USA, Inc.

The address of the corporation, Downtown USA, Inc., shall be changed to 13615 S. Dixie Highway, #114 – PMB 481, Miami, Florida 33176-7254.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A

THIRD: The date of each amendment's adoption: <u>September 25, 2000</u>

FOUTH: Adoption of Amendment(s) (check one):

___ The amendment (s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting group.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).

"The number of votes cast for the amendment(s) was/were sufficient for approval by

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment (s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 4 day of September, 2000.

J.M.Guarch, Jr., Incorporator