208669 (Requestor's Name) 343 ALMERIA AVENUE

CORAL GABLES, FL 33134 – (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION



OF

USA KAPITAL CORPORATION

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST:

Article 5 of the Articles of Incorporation provides:

President:

Selim Ozunal

Secretary:

Selim Ozunal

Treasurer:

Selim Ozunal

SECOND:

Article 5 shall be amended to state:

President:

Selim Ozunal

Vice-President:

Jimmy Falcon

Secretary:

Selim Ozunal

Treasurer:

Selim Ozunal

whose addresses shall be the same as the principal address of the Corporation.

THIRD:

Article 6 of the Articles of Incorporation states Director as:

Selim Ozunal

FOURTH:

The Directors of the Corporation shall be changed to:

Selim Ozunal Jimmy Falcon

whose addresses shall be the same as the principal address of the Corporation.

FIFTH:

The date of the adoption of this amendment is the 30 May 2001.

SIXTH:

The amendment was adopted by the Board of Directors. No Shareholder action was

required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of

Florida.

Signed this 30 May 2001.

Directors