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LAW OFFICES
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MIAMI, FL 33131

November 5, 2001

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/15/01--01027--006
*****35.00 *****35.00

Re: Giroux Lincoln, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Amendment to the Articles of Incorporation for the above-referenced corporation. Also, enclosed is our check in the amount of \$35.00. Please cause the enclosed to be filed and return a copy to me.

Thank you for your prompt cooperation.

Very truly yours,

Martin Engels

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDMENT TO
ARTICLES OF INCORPORATION OF**

GIROUX LINCOLN, INC.

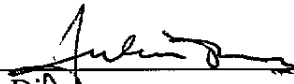
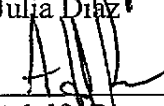
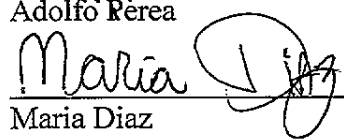
The undersigned, Julia Diaz, Adolfo Perea and Maria Diaz, being all the shareholders and directors of Giroux Lincoln, Inc., a Florida corporation, hereby adopt the following amendment to Article I of the Corporation's Articles of Incorporation this 6th day of November, 2001. Effective upon filing of this Amendment with the Secretary of State, Article I shall thereafter read as follows:

ARTICLE I

The name of the corporation shall be:

GIROUX USA, INC.

IN WITNESS WHEREOF, the undersigned hereby executes this Amendment to Articles of Incorporation of GIROUX LINCOLN, INC. this 6th day of November, 2001.

	
Julia Diaz	
	
Adolfo Perea	
	
Maria Diaz	

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA