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LAZARUS

LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. U.S.A. OFFICIAL SAFETY & SECURITY MASCOT
(Corporation Name) (Document #)

2. VICTOR CORP
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. Coulliette DEC 04 2001

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Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTED THE FOLLOWING ARTICLES TO AMEND TO ITS ARTICLES OF INCORPORATION.

THE NAME OF THE CORPORATION IS:

*USA OFFICIAL SAFETY & SECURITY
MASCOT "VICTOR" CORP.*

AMENDMENT ARTICLE I

THE NAME OF THE CORPORATION IS CHANGED TO:

*USA OFFICIAL SAFETY & SECURITY
MASCOT CORP.*

THIS ARTICLES OF AMENDMENT WAS ADOPTED ON THE 3 DAY OF
DEC 2001. THE CORPORATION HAS ONLY ONE GROUP OF
VOTING STOCK. THIS AMENDMENT WAS UNANIMOUSLY ADOPTED. THE
AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES
CAST FOR AMENDMENT WAS SUFFICIENT FOR APPROVAL.

*USA OFFICIAL SAFETY & SECURITY MASCOT
"VICTOR" CORP.*

CORPORATION NAME

Rene J. Espinosa President

SIGNATURE AND TITLE

RENE J. ESPINOSA

PRINT NAME