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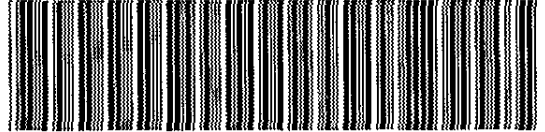
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FILED  
2002 OCT 22 AM 11:27  
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02 OCT 22 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

N.C.  
C. Coulliette OCT 22 2002

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**LAZARUS CORPORATE FILING SERVICE**

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**MIAMI, FLORIDA (305)552-5973**

**TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

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

1. USA TOTAL CARE PLAN, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<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
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**USA TOTAL CARE PLAN, INC.**

\_\_\_\_\_  
(present name)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2002 OCT 22 AM 11:27

FILED

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

**FIRST:** Amendment (s) adopted: (indicate article number (s) being amended, added or deleted)

**Article I – NAME OF CORPORATION**

**Before:**

**USA TOTAL CARE PLAN, INC.**

**Now:**

**POPULAR SAVINGS PLAN, INC.**

**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:

**THIRD:** The date of each amendment's adoption: **October 17, 2002.**

**FOURTH:** Adoption of Amendments (s) (CHECK ONE)

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

☐ The amendment(s) was/were approved by the shareholders through voting groups.  
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

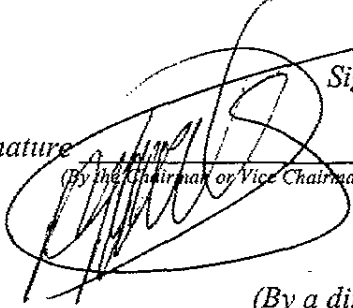
"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
voting group

☒ 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 incorporators without shareholder action and shareholder action was not required.

Signed this 17<sup>th</sup> day of October, 2002.

Signature

  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer is adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Dixan Barcelo

Typed or printed name

President

Title