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G. G. G. G.

JUN 10 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 731487 124904A

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 35.00

ORDER DATE : June 9, 2004

ORDER TIME : 3:29 PM

ORDER NO. : 731487-005

CUSTOMER NO: 124904A

CUSTOMER: John P. Miller
John P. Miller, C.p.a., P.a.
Suite 305a
2499 Glades Road
Boca Raton, FL 33431

DOMESTIC AMENDMENT FILING

NAME: U. S. CAPITAL MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
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CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Pursuant to Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST

The name of the Corporation is:

U. S. CAPITAL MANAGEMENT, INC.

SECOND

The corporation adopted the following amendment to its articles of incorporation:

The name and titles of the one (1) corporate officer shall be as follows:

Paul Plunkett, President and Director

THIRD

The shareholders of the corporation adopted these articles of amendment on March 31st, 2004. The number of votes cast was sufficient for these articles of amendment to be adopted.

U. S. CAPITAL MANAGEMENT, INC.

Corporation Name

By


Paul Plunkett, President/Director

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