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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PAY-TEC AMERICAS INC.

DOCUMENT NUMBER: P05000055613

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DAVID J CURD

(Name of Contact Person)

PAY-TEC AMERICAS INC.

(Firm/ Company)

1000 SOUTH POINTE DRIVE, TH-A10

(Address)

MIAMI BEACH, FL 33139

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

DAVID J CURD

(Name of Contact Person)

at (305) 490-3386

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

PAY-TEC AMERICAS INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P05000055613

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE II - PRINCIPAL ADDRESS AND MAILING ADDRESS CHANGE:

1000 SOUTH POINTE DRIVE, TH-A10 MIAMI BEACH, FL 33139

ARTICLE VII - DIRECTOR CHANGE:

TITLE: SEC

DAVID OVER - 1000 SOUTH POINTE DRIVE, TH-A10 MIAMI BEACH, FL 33139

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

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TALLAHASSEE, FLORIDA

The date of each amendment(s) adoption: 6/1/2005

Effective date if applicable: 6/1/2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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 10 day of JUNE, 2005

Signature _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

DAVID J CURD

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35