

P05909
SDV
USA

9133 La Cienega Blvd., Suite 250
Inglewood, California 90301

Telephone: (310) 410-0052
FAX: (310) 645-6113

March 19, 1998

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

500002466085--9
-03/24/98-01133-002
*****43.75 *****43.75

RE: SDV (USA) Inc. formerly SCAC Transport (USA) Inc.

Dear Sir or Madam:

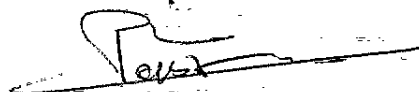
Pursuant to your requirements regarding the name change of a corporation authorized to do business in the State of Florida, enclosed please find: (i) our Application for Amendment signed by a corporate officer; and (ii) our check in the amount of \$43.75 to cover the filing fee (\$35.00) and the cost of a Certificate of Status (\$8.75).

We have also enclosed a photostatic copy of the certified Certificate of Amendment of Certificate of Incorporation filed with the State of New York, effecting this change. If this document does not satisfy your requirements, we can order an original certified copy from the State of New York, which takes approximately six to eight weeks to get back. Please confirm whether you can accept the enclosed document.

Would you also please date stamp the copy of the Application for Amendment and return it to us in the enclosed self-addressed, stamped envelope.

Thank you very much for your assistance.

Sincerely yours,


Pascal Coustar
Secretary

PC/jp
Enclosures

cc: Richard Bernstein, Esq.
Wei Mei Chou

~~6098-6880~~
086/27

NC
XHG
4/28

FILED
98 APR 27 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



9133 La Cienega Blvd., Suite 250
Inglewood, California 90301

Telephone: (310) 410-0052
FAX: (310) 645-6113

April 20, 1998

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

RE: SDV (USA) Inc. formerly SCAC Transport (USA) Inc.

Dear Sir or Madam:

Following up on our letter of March 19, 1998 and your response dated March 27, 1998, regarding the name change of a corporation authorized to do business in the State of Florida, we again submit to you our Application for Amendment signed by a corporate officer. Our check in the amount of \$43.75 to cover the filing fee (\$35.00) and the cost of a Certificate of Status (\$8.75) was sent with our letter of March 19th and retained by you.

We have also enclosed an original certified copy of the Certificate of Amendment of Certificate of Incorporation filed with the State of New York, effecting this change.

We trust that these documents can now be processed according to the laws of the State of Florida and the change made in your records. Would you also please date stamp the copy of the Application for Amendment and return it to us in the enclosed self-addressed, stamped envelope.

Thank you very much for your assistance.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "Pascal Coustar", written over a horizontal line.

Pascal Coustar
Secretary

PC/jp
Enclosures

cc: Richard Bernstein, Esq.
Wei Mei Chou

RECEIVED
98 APR 23 AM 8:33
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 6, 1998

PASCAL COUSTAR
SDV USA
9133 LA CIENEGA BLVD., SUITE 250
INGLEWOOD, CA 90301

SUBJECT: SCAC TRANSPORT (USA), INC.
Ref. Number: P05909

We have received your document for SCAC TRANSPORT (USA), INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

IT IS, AND ALWAYS HAS BEEN THE POLICY OF THIS OFFICE TO REQUIRE ORIGINAL CERTIFICATION FROM THE HOME STATE EVIDENCING THE CHANGE.

THE DATE IN NUMBER 4 OF THE APPLICATION MUST MATCH THE FILING DATE ON THE CERTIFICATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 898A00016565



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1998

PASCAL COUSTAR
SDV USA
9133 LA CIENEGA BLVD., SUITE 250
INGLEWOOD, CA 90301

SUBJECT: SCAC TRANSPORT (USA), INC.
Ref. Number: P05909

We have received your document for SCAC TRANSPORT (USA), INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 898A00016565

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

APR 06 1998



A handwritten signature in cursive script, appearing to read "J. L. ...", followed by a long horizontal line.

Special Deputy Secretary of State

F980.109000447

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
SCAC TRANSPORT (USA) INC.**

(Pursuant to Section 805 of the Business Corporation Law)

It is hereby certified that:

FIRST: The name of the corporation is SCAC TRANSPORT (USA) Inc.

SECOND: The certificate of incorporation was filed by the Department of State on April 14, 1969, UNDER THE NAME SOCIETE COMMERCIALE D'AFFRETEMENTS ET DE COMBUSTIBLES, INC.

THIRD: The amendments of the certificate of incorporation of the corporation effected by this certificate of amendment are as follows: Articles FIRST AND FOURTH thereof.

FOURTH: To accomplish the foregoing amendments, Articles First and Fourth of the certificate of incorporation, relating to the name of the corporation and the number of authorized shares of the corporation, are hereby amended to read as follows:

"FIRST The name of the corporation is SDV (USA) Inc."

"FOURTH The total number of shares of stock which the corporation is authorized to issue is Eighty Thousand (80,000) shares, with a par value of \$5 per share. All such shares are of one class and are shares of Common Stock."

FIFTH: The foregoing amendments of the certificate of incorporation were authorized by consent in writing of all the members of the Board of Directors of the corporation, followed by the unanimous written consent of the holders of all of the outstanding shares of the corporation entitled to vote on the said amendments of the certificate of incorporation.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Executed on this [Day of *January* 1998

J. Pouilly
Jean de Pouilly, President

P. Coustar
Pascal Coustar, Secretary

PERSONAL ANGELA MONTEFUSO CACTRAL 870

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FILED

JAN 9 3 13 PM '98

CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF

SCAC TRANSPORT (USA) INC.

(Pursuant to Section 805 of the Business Corporation Law)

Filer: Richard K. Bernstein Assoc.
551 Madison Avenue
New York, NY 10022

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 09 1998

TAX S

BY: SAC

New York

RECEIVED

JAN 14 12 04 PM '98

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