

# MARKET USA, INC.

P93000070766

MERCEDE EXECUTIVE TOWER

1802 North University Ave, Suite 100  
Tallahassee, Florida 32302-4107  
(904) 886-8511 Fax: (904) 266-4088 Toll-Free: (888) 65-0100

February 27, 1997

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
Amendment Filing Section  
409 East Gaines Street  
Tallahassee, FL 32399

400002101264--2  
-02/28/97--01084--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Market USA, Inc. is filing the attached Amendment to Article 1 (Name) of our Articles of Incorporation in accordance with F.S. § 607.1006. Also enclosed is a copy of Letter #297A00009292, in which the corporate name PROMED ASSETS CORP is reserved by us under reservation number R97000000833. I am also enclosing my personal check in the amount of \$35.00 to accomodate this transaction, along with a completed return Federal Express Airbill. We would appreciate your immediate attention to this matter.

Very truly yours,



Alvin Rosenblum, Secretary

SH 3/3

FILED  
97 FEB 28 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 21, 1997

ALVIN ROSENBLUM  
MARKET USA, INC.  
1802 N. UNIVERSITY DR., SUITE 203-A  
PLANTATION, FL 33322-4107

The name PROMED ASSETS CORP. has been reserved for 120 days beginning February 21, 1997. The reservation number is R97000000833 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 297A00009292

**STATE OF FLORIDA**  
**ARTICLES OF AMENDMENT TO**  
**ARTICLES OF INCORPORATION**  
**OF**

**MARKET USA, INC.**

FILED  
97 FEB 28 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to F.S. § 607.1006, MARKET USA, INC. amends its Articles of Incorporation by adopting the following Articles of Amendment to its Articles of Incorporation.

**ARTICLE 1 - NAME**

The name of this Corporation is:

**ProMed Assets Corp.**

The foregoing Amendments to the Articles of Incorporation were approved and adopted on February 14, 1997 by written consent of the Shareholders. The number of votes cast were sufficient for approval.

The undersigned has executed this Amendment to the Articles of Incorporation pursuant to the laws of the State of Florida, this 26th day of February, 1997

  
\_\_\_\_\_  
Morton L. Stern, Director / President

# MARKET USA, INC.

MERCEDE EXECUTIVE TOWER

1802 North University Drive, Suite 203-A

Plantation, Florida 33322-1107

(954) 231-4001

Fax: (954) 36-4613

Toll free: (888) 65-0159

P93000070766

February 27, 1997

VIA FEDERAL EXPRESS

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-02/28/97--01084--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Department of State  
Division of Corporations  
Amendment Filing Section  
409 East Gaines Street  
Tallahassee, FL 32399

Market USA, Inc. is filing the attached Amendment to Article 5 (Capital Stock) of our Articles of Incorporation in accordance with F.S. § 607.1006. Enclosed is my personal check in the amount of \$35.00 to accomodate this transaction, along with a completed return Federal Express Airbill. We would appreciate your immediate attention to this matter.

Very truly yours,



Alvin Rosenblum, Secretary

SH 3/3  
Amend.

FILED  
97 FEB 28 PM 12:08  
TALLAHASSEE, FLORIDA

FILED  
97 FEB 28 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA**  
**ARTICLES OF AMENDMENT TO**  
**ARTICLES OF INCORPORATION**  
**OF**

**MARKET U.S.A., INC.**

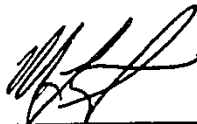
Pursuant to F.S. § 607.1006, MARKET U.S.A., INC. amends its Articles of Incorporation by adopting the following Articles of Amendment to its Articles of Incorporation.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares of stock which the corporation shall have authority to issue is ten million shares of common stock, par value \$0.001 per share.

The foregoing Amendments to the Articles of Incorporation were unanimously adopted by written consent of the Board of Directors on September 30, 1996 without shareholder action. And shareholder action was not required.

The undersigned has executed this Amendment to the Articles of Incorporation pursuant to the laws of the State of Florida, this 15 day of October, 1996.



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Morton L. Stern, Director