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NAME: USA-UPTEKA INTERNATIONAL, INC.

AUDIT NUMBER.....H97000019463

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

USA-UPTEKA INTERNATIONAL, INC.

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Pursuant to the provisions of section 607.1006 of the Florida Business Corporation Act, USA-Upteka International, Inc., a Florida corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is USA-Upteka International, Inc. (the "Corporation").

SECOND: Article III of the Articles of Incorporation is deleted and replaced with the following:

"ARTICLE III - CAPITAL STOCK The number of shares of stock that this Corporation is authorized to have outstanding at one time is One Thousand Three Hundred (1,300) shares of common stock with a par value of \$.01 per share."

THIRD: These Articles of Amendment were duly approved and adopted in accordance with section 607.1003 of the Florida Business Corporation Act by the holders of a majority of the Corporation's Common Stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, pursuant to an action by written consent of shareholders ("Shareholder Consent"). Shareholder Consents representing a majority of the Corporation's outstanding Common Stock were delivered to the Corporation in accordance with Section 607.0704 of the Florida Business Corporation Act, and these Articles of Amendment were adopted on November 20, 1997.

IN WITNESS WHEREOF, USA-Upteka International, Inc. has caused these Articles of Incorporation to be executed on this 20<sup>th</sup> day of November, 1997.

USA-UPTEKA INTERNATIONAL, INC.

By: Peter Axelrod  
Peter Axelrod, Vice President

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