10000,16206 LAZARUS CORPORATE INDUSTRIES, INC.

890 S.W. 87 AVENUE, SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973 City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

Examiner's Initials

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TO: Janeth

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SECRETARY OF STATE TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

USA, PROEXI, INC. (present name)

Pursuant to the provisions of section 607,1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE IV NEW BOARD OF DIRECTORS

WILL AMENDED AS FOLLOWS:

THE NAME AND ADDRESS OF THE NEW DIRECTOR OF THIS CORPORATION IS:

> ORLANDO DE PAZ, PRESIDENT 1067 Briar Ridge Road Weston - FL 33327

DELETE:

CARLOS RODRIGUEZ 1503 Veracruz Lane Weston - FL 33327

ARTICLE V REGISTERED AGENT

WILL BE AMENDED AS FOLLOWS:

ORLANDO DE PAZ 1067 Briar Ridge Road Weston - FL 33327

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

11111	3D; The	e date c	of each a	mendme	nt's adop	ption:	09-09-	97	
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

09-09-97 DATE