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ACCOUNT NO. : 072100000032

REFERENCE : 498690 7179941

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
99 DEC -3 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Patricia

ORDER DATE : November 30, 1999

ORDER TIME : 1:52 PM

ORDER NO. : 498690-005

CUSTOMER NO: 7179941

4000003061154--1

CUSTOMER: Kellianne Greenwood, Esq
Aronauer, Goldfarb, Sills &
444 Madison Avenue

New York, NY 10022

DOMESTIC AMENDMENT FILING

NAME: MERIDIAN HOLDINGS INC.

EFFECTIVE DATE:

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N.C.
C. COULLIETTE DEC 06 1999

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MERIDIAN HOLDINGS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

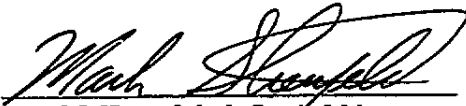
Pursuant to the provisions of Sections 607.0821 and 607.1002 of the Florida Business Corporation Act, Meridian Holdings, Inc. hereby adopts the following Articles of Amendment to its Articles of Incorporation.

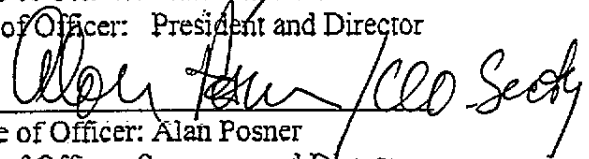
1. The name of the Corporation is Meridian Holdings, Inc.
2. The Articles of Incorporation were filed on August 4, 1994 with the Secretary of State of the State of Florida.
3. Article 1 of the Articles of Incorporation of the Corporation is hereby amended so as henceforth to read as follows:

"1. The name of the Corporation is: **MERIDIAN USA HOLDINGS, INC.**"
4. The date of adoption of the aforesaid Amendment was December 1, 1999.
5. The Amendment herein provided for was adopted unanimously by the Board of Directors of the Corporation without shareholder action, pursuant to the Florida Business Corporation Act, Section 607.1002(6).
6. The effective time and date of these Articles of Amendment shall be upon filing with the Department of State.

EXECUTED on December 1, 1999.

MERIDIAN HOLDINGS, INC.

By: 
Name of Officer: Mark Streisfeld
Title of Officer: President and Director

By: 
Name of Officer: Alan Posner
Title of Officer: Secretary and Director