

P94000057791



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 868266 7179941
AUTHORIZATION : Patricia Piguto
COST LIMIT : \$ 35.00

FILED
00 OCT 20 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 18, 2000

ORDER TIME : 12:27 PM

ORDER NO. : 868266-005

CUSTOMER NO: 7179941

300003433733--4

CUSTOMER: Mr. Scott Wells
Aronauer, Goldfarb, Sills &
444 Madison Avenue

New York, NY 10022

DOMESTIC AMENDMENT FILING

NAME: MERIDIAN USA HOLDINGS INC.

EFFECTIVE DATE:

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

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 OCT 27 PM 12:51
NOTED
TO EXAMINER
SUFFICIENCY OF FILING

CONTACT PERSON: Jeanine Reynolds EXT. 1133
EXAMINER'S INITIALS: Q. COULLETTE OCT 23 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 20, 2000

CSC
ATTN: JANINE
TALLAHASSEE, FL

SUBJECT: MERIDIAN USA HOLDINGS INC.
Ref. Number: P94000057791

We have received your document for MERIDIAN USA HOLDINGS INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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Cheryl Coulliette
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Letter Number: 900A00055136

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 OCT 23 AM 10:20

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MERIDIAN USA HOLDINGS INC.,
a Florida Corporation**

FILED
00 OCT 20 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Meridian USA Holdings Inc. hereby adopts the following Articles of Amendment to its Articles of Incorporation:

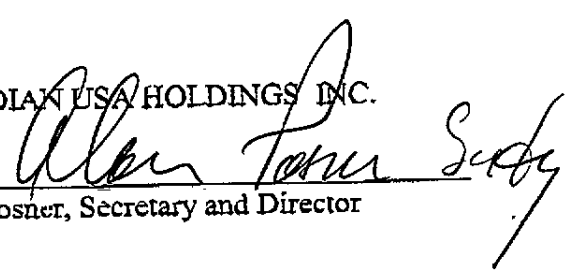
1. Article IV is amended to read as follows:

Article IV. This Corporation is authorized to issue Forty-One Million (\$41,000,000) shares of Capital Stock, of which: 1,000,000 shall be designated as "Preferred Stock", of which 100,000 shares have been designated Series I Preferred Stock, with a par value of \$1.00 per share, and 8,500 shares have been designated as Series II Convertible Preferred Stock, with a par value of \$0.01 per share, and the balance of which shall have the par value of \$1.00; and 40,000,000 shall be designated as "Common Stock", each share of which shall have the par value of \$0.001. The Preferred Stock may be issued, from time to time, in Series with varying face amounts and may or may not be convertible into shares of Common Stock.

2. Pursuant to Section 607.1003 of the Florida Business Corporation Act, the foregoing amendment was proposed to the Shareholders by the Board of Directors and the number of votes cast for the amendment by the Shareholders was sufficient for approval. The amendment was adopted on August 17, 2000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 19th day of October, 2000, and hereby certifies under penalties of perjury that the Articles of Amendment to the Articles of Incorporation is the act and deed of the Corporation, and that the statements therein are true.

MERIDIAN USA HOLDINGS INC.

By: 

Alan Posner, Secretary and Director