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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 710359 7179941
AUTHORIZATION : Patricia Pigato
COST LIMIT : \$ 43.75

ORDER DATE : October 1, 2001

ORDER TIME : 11:11 AM

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ORDER NO. : 710359-005

CUSTOMER NO: 7179941

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:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N.C.
C. Coulllette OCT 01 2001

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

RECEIVED
01 OCT -1 AM 11:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

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To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby adopt the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the Corporation is Meridian USA Holdings, Inc.

SECOND: Article 1 of the Articles of Incorporation of the Corporation is hereby amended so as to read as follows:

"1. The corporate name of the Corporation is ChampionLyte Products, Inc."

THIRD: The date of adoption of the aforesaid amendment was September 26, 2001.

FOURTH: The amendment was adopted and approved by the Board of Directors and the holders of a majority of the outstanding shares of the Corporation entitled to vote thereon.

Signed this 26th day of September, 2001.

MERIDIAN USA HOLDINGS, INC.

By: _____

ALAN POSNER, Chief Executive Officer
and Secretary