

P95000006703

TRANSMITTAL LETTER

AUGUST 3RD 1999

**DEPARTMENT OF STATE
DIVISION OF CORPORATIONS**
P. O. BOX 6327
TALLAHASSEE, FL. 32314

700002951207--9
-08/05/99--01046--012
*****35.00 *****35.00

**SUBJECT: GLOBAL SYSTEMS USA, INC.
CORPORATE DIRECTOR CHANGE AMENDMENT**

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE AMMENDMENT TO
THE ARTICLES OF INCORPORATION AND A CHECK FOR: **\$35.00 FILING FEE
& CERTIFICATE.**

FROM: GLOBAL SYSTEMS USA, INC.
8051 NORTH WEST 36TH STREET
SUITE 600
MIAMI, FLORIDA 33166

FILED
99 AUG -5 PM 5:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

Amend

V. SHEPARD AUG 12 1999

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GLOBAL SYSTEMS USA, INC.**

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PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED
CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1 -- THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION IS:

CHRISTIAN G. RODRIGUEZ
PRESIDENT & DIRECTOR

WASHINGTON COUTO, JR.
VICE-PRESIDENT & DIRECTOR

ELIANE B. ROCHEBOIS
SECRETARY & DIRECTOR

NELSON CALIPO
TREASURER & DIRECTOR

PRINCIPAL & MAILING ADDRESS:
1857 NORTH EAST 186TH STREET
NORTH MIAMI BEACH, FLORIDA 33179

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 FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: JULY 29TH 1999

FOURTH:

ADOPTIONS OF AMENDMENTS:

 X THE AMENDMENT(s) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT
SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

 THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE
AMENDMENT(s) WAS/WERE SUFFICIENT FOR THE APPROVAL.

 THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.
(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE
SEPARATELY ON THE AMENDMENT(s).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR APPROVAL BY:

(Voting group)

SIGNED THIS 29TH DAY OF JULY, 1999

GLOBAL SYSTEMS USA, INC.

BY: _____

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders)

Typed or printed name: ELIANE B. ROCHEBOIS

Title: INCORPORATOR \ DIRECTOR

PREPARED BY: GUILLERMO UBIETA, JR.
8051 NORTH WEST 36TH STREET SUITE 600 MIAMI, FL. 33166 (305) 597-4511

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