P950000 62185 TRANSMITTAL LETTER

June 7, 2000

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

> 200003285172--5 -06/12/00--01105--013 *****85.00 ******35.00

Dear Sir or Madam:

Enclosed please find an original and one copy of the articles of amendment to articles of incorporation for the corporation stated below, and a check in the amount of \$35.00.

Proposed Corporate Name

U.S. COOPERATIVE HOLDINGS, INC.

From:

Derick Coles

4134 Gulf of Mexico Drive, Suite 302

Longboat Key, FL 34228

(941) 387-0809

VISA SERVICES INC.
HARBOUR SQUARE, SUITE 302
4134 GULF OF MEXICO DRIVE
LONGBOAT KEY
FLORIDA 34228

00 JUN 12 PN 1: 13
SECRETARY OF STATE
AND ANYSSEE FINISHS

AUTHORIZATION BY PHONE TO

CORRECT AMERICAN Adoption date

DATE 9/10/2000

DOC. EXAM ALLESTALE

W/6/16

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

U.S. PROPERTY DEVELOPMENTS INC. (present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 I - Changing name to:

U.S. COOPERATIVE HOLDINGS, INC.

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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:

THIRD: T	The date of each amendment's adoption: May 1, 2m.
	Adoption of Amendment(s) (CHECK ONE)
a	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Derick Coles Typed or printed name