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November 13, 2000

Florida Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

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*****43.75 *****43.75

Re: Refund Services USA, Inc.

TO WHOM IT MAY CONCERN:

Enclosed are duplicate original Amendment to Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$43.75 to cover filing fees in the amount of \$35.00 and the cost for a certified copy in the amount of \$8.75.

If the Articles of Amendment are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, HAYES & SILVERSTEIN, P.A.

James N. Powell

JNP/lj

Enclosures: a/s

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TALLAHASSEE, FLORIDA

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amend

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
REFUND SERVICES USA, INC.**

The Articles of Incorporation of **REFUND SERVICES USA, INC.**, a Florida corporation (the "Corporation") are hereby amended as follows:

1. The Articles of Incorporation are amended by the addition of Article IX as follows:

**"ARTICLE IX
"Preemptive Rights**


"Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation of the same class, kind or series as that which the shareholder already holds that may from time to time be issued by the Corporation, whether or not presently authorized, including shares from the treasury of the Corporation, in the same ratio as the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. A shareholder may waive his or her preemptive rights. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration. Preemptive right shall be deemed waived by any shareholder who does not exercise his or her preemptive rights and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issuance of shares and inviting him or her to exercise his or her preemptive rights."

2. The foregoing amendment was approved by the shareholders and was adopted by a unanimous vote of the shareholders and

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ratified by a unanimous vote of the Shareholders and Directors of the Corporation on the 13th day of October, 2000.

IN WITNESS WHEREOF, the undersigned as President and Secretary of the Corporation have executed these Articles of Amendment this 30th day of October, 2000.


Edgar O. Rawls, President and Secretary

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 30th day of October, 2000 by **EDGAR O. RAWLS**, as President and Secretary of **REFUND SERVICES USA, INC.**, a Florida corporation, on behalf of the corporation. He ☒ is personally known to me, or produced ☐ a valid Florida driver's license or ☐ _____ as identification.

My Commission Expires:




Notary Public (SEAL)

Julie K Goodger
(Legibly print name of Notary on this line)