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FILED
97 AUG -4 PM 2:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 27th, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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*****35.00 *****35.00

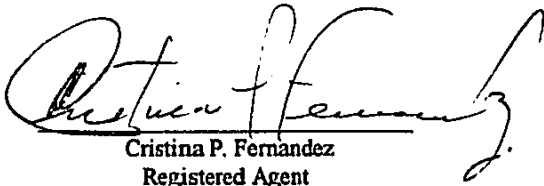
Dear Sir/Madam:

Please find enclosed the Articles of Amendment of:

USA Intertrade Group, Corp

We are also attaching herewith a check payable to the Secretary of State in the amount of \$ 35.00 to cover for its filing fees.

Sincerely,


Cristina P. Fernandez
Registered Agent

Amend

NOTE: SHOULD YOU HAVE ANY QUESTION REGARDING THE ABOVE, PLEASE CALL:

**Cristina P. Fernandez
(305) 227-6379**

VS AUG ; 4 1997

USA, Intertrade Group, Corp

Articles of Amendments

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

A special meeting of the shareholders of **USA, Intertrade Group, Corp**, a Florida Corporation, was held at the hour of 4:00 p.m. on July 27th, 1997, at the offices of the corporation, located at 7366 NW 12th, Street, Miami, FI 33126.

The Secretary of the Corporation, Mr. Roberto Calarese called to order.

On motion made and carried out by the affirmative vote of the majority of the shares, Mr. Ruben Taddeo and Mr. Carlos Taddeo are accepted as a Director of the Corporation, and an amendment Article of Incorporation was adopted, as follows:

Article NUMBER

The number of directors constituting the ~~initial~~ board of directors are **THREE**, and the name and addresses of the person or persons who are to serve as directors until the next annual meeting will be:

Name		Address
ROBERTO CALARESE	Pres/Sec.	531 NW 205th Ave, Pembroke Pines, FL 33029
RUBEN TADDEO	V.Pres.	5081 SW 154th, Place, Miami, FL 33185
CARLOS TADDEO	Treasurer	5081 SW 154th, Place, Miami, FL 33185


Roberto Calarese
President/Secretary

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Roberto Calarese, known to me and known by me to be the person who executed these Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 27th of July, 1997.

Notary Public, State of Florida at Large

