

Division of Corporations

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P96000000246

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Fax Number : (850)922-4000

From: Account Name : GUTTENMACHER & BOHATCH, P.A.  
Account Number : I19990000159  
Phone : (305)442-4911  
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BASIC AMENDMENT

U.S. PENSION TRUST CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	02
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Amendment

02/08/00 TUE 14:13 FAX 3054420911  
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GUTTENMACHER & BOHATCH, P  
02/07/00 12:38 FL Dept of State

002



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 7, 2000

U.S. PENSION TRUST CORPORATION  
999 PONCE DE LEON  
SUITE 1040  
CORAL GABLES, FL 33134US

SUBJECT: U.S. PENSION TRUST CORPORATION  
REF: P9600000246

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Darlene Connell  
Corporate Specialist

FAX Aud. #: H00000005650  
Letter Number: 000A00006105

02/04/00 FRI 16:39 FAX 3054420911  
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GUTTENMACHER & BOHATCH, P

002



**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

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DIVISION OF CORPORATIONS

February 2000

U.S. PENSION TRUST CORPORATION  
999 PONCE DE LEON  
SUITE 1040  
CORAL GABLES, FL 33134US

SUBJECT: U.S. PENSION TRUST CORPORATION  
REF: P96000000246

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Darlene Connell  
Corporate Specialist

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Letter Number: 000A00005876

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TALLAHASSEE FLORIDA

AUDIT NO. H00000005650

CERTIFICATE OF AMENDMENT

TO

ARTICLES OF INCORPORATION OF U.S. PENSION TRUST CORPORATION

At a duly called meeting of the Shareholders, Officers, and Directors of U.S. PENSION TRUST CORPORATION, held on December 23, 1999, at Douglas Centre, 2600 Douglas Road, Penthouse 8, Coral Gables, Miami-Dade County, Florida, the following resolution was adopted:

"RESOLVED, that the company increase its authorized common stock from 1,000 having a par value of \$1.00 per share to 1,053 having a par value of \$1.00 per share."

"RESOLVED, that the Board of Directors instruct the attorney for the Corporation to prepare the necessary Certificate of Amendment to the Articles of Incorporation of U.S. Pension Trust Corporation, and that the same be filed with the Secretary of State of Florida."

IN WITNESS WHEREOF, all of the Shareholders, Officers, and Directors of U.S. PENSION TRUST CORPORATION do hereby affix their hands and seals hereunto, this 23 day of December, 1999, at Coral Gables, Miami-Dade County, Florida.

SHAREHOLDERS:

LEONARDO R. MACEIRAS, Trustee of the  
LEONARD R. MACEIRAS LIVING TRUST dated  
November 18, 1998

ILIANA MACEIRAS, Co-Trustee of the  
Maceiras Family Trust dated December 16, 1998

LEONARDO R. MACEIRAS, JR., Co-Trustee of the  
Maceiras Family Trust dated December 16, 1998

This instrument prepared by;


John S. Bohatch  
2600 Douglas Rd.  
Coral Gables, FL 33135

AUDIT NO. H00000005650

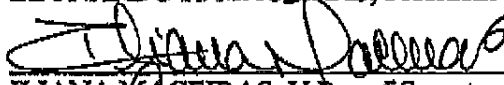


PAUL A. GARCIA, C.P.A., Co-Trustee of the  
Maceiras Family Trust dated December 16, 1998

**OFFICERS:**



LEONARDO R. MACEIRAS, President



ILIANA MACEIRAS, V.P. and Secretary

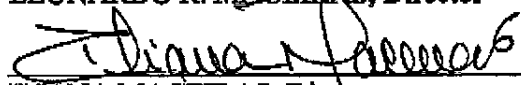


PAUL A. GARCIA, C.P.A., Financial Officer

**DIRECTORS**



LEONARDO R. MACEIRAS, Director



ILIANA MACEIRAS, Director

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