

P96000038348

MANAGEMENT CONSULTING USA INC
3891 Coral Tree Circle, Coconut Creek, Florida 33073

FILED
96 DEC 31 PM 12:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 27, 1996

Florida Department of State,
Division of Corporations,
PO Box 6327,
Tallahassee, FL 32314.

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-01/02/97--01041--019
*****35.00 *****35.00

Re: Articles of Amendment for Management Consulting USA Inc
Document Reference Number P96000038348

Dear Secretary of State,

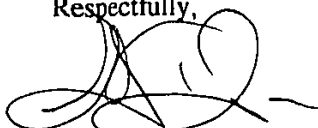
Enclosed find one original and a copy of the Articles of Amendment to the Articles of Incorporation of Management Consulting USA Inc.

Please amend the Articles of Incorporation as indicated adding Philip Farnhill as Director.

Enclosed please find a check made payable to the Secretary of State in the amount of \$35 which includes the statutory filing fee for amending the Articles.

Your assistance in this matter is appreciated. Please do not hesitate to contact me if there are any questions.

Respectfully,


Eira Taylor

Amend.

VS JAN 13 1997

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
MANAGEMENT CONSULTING USA, INC

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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:

ARTICLE SEVEN

The number of directors constituting the ~~initial~~ board of directors is two(2), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
EIRA TAYLOR	3891 CORAL TREE CIRCLE, COCONUT CREEK, FL 33073.
PHILIP FARNHILL	201 N OCEAN BLVD, APT 509, POMPANO BEACH, FL 33062

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: Not applicable.

THIRD: The date of each amendment's adoptions: December 27, 1996.

FOURTH: Adoption of Amendments:

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 27th day of December, 1996

Signature: _____

Typed or printed name: Eira Taylor

Title: Director