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Law Offices

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ROBERT R. FRANK  
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OF COUNSEL:  
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February 19, 1997

705 CAPITAL BANK BUILDING  
1666 KENNEDY CAUSEWAY  
NORTH BAY VILLAGE, FLORIDA  
33141-4196  
TELEPHONE 305-868-4711  
TELEFAX 305-865-3021

Reply Reference  
Our No. 7.8329(139)

Secretary of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300002095533--9  
-02/24/97--01064--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: USA Credit Corp.

Gentlemen:

Enclosed are Articles of Amendment to Articles of Incorporation and check in the sum of \$35.00 for filing fee re the above named corporation.

We would appreciate your early response.

Sincerely,

*H. Philibert*  
per CARL A. SCHMITT

FILED  
97 FEB 24 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
NFS  
2-25-97

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED

97 FEB 24 PM 1:30

USA CREDIT CORP.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

---

(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 VII BEING AMENDED TO CHANGE THE NAME  
KENNETH GROSSFELD AS PRESIDENT/TREASURER STATED  
THEREIN TO HENRY COTE AS PRESIDENT/TREASURER.

**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: The date of each amendment's adoption: JANUARY 1, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. One hundred percent.
- 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 \_\_\_\_\_ voting group."

- The amendment(s) was/were adopted by the board of directors ~~with no 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.

Signed this 18 day of FEBRUARY, 19 97

Signature



(By the Chairman of the Board of Directors, President ~~or Treasurer~~ if adopted by the shareholders)  
HENRY COTE

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

HENRY COTE

Typed or printed name

PRESIDENT/TREASURER

Title