

MOSCOWITZ
MOSCOWITZ &
MAGOLNICK, P.A.

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Telephone (305) 379-8300
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June 22, 2004

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Attn: Amendments Section
409 E. Gaines Street
Tallahassee, FL 32399

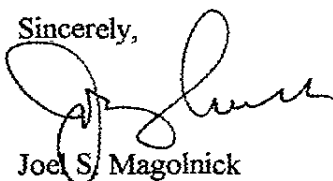
Re: Articles of Amendment - Syfan USA Corp. (Document No. P97000025372)

Dear Sir or Madam:

I have enclosed the Articles of Amendment to the Articles of Incorporation of Syfan USA Corp., along with a check for \$35.00 for the filing fee.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Joel S. Magolnick

JSM/sc
encl.

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SYFAN USA CORP.**

FILED
04 JUN 24 AM 9:10
CLERK OF STATE
TALLAHASSEE, FLORIDA

By a written consent, without a meeting, of the directors and the sole shareholder of the above-named company (the "Company"), the following action was taken on May 4, 2004:

1. Ramy Diga was removed as the President, Vice-President, Secretary and Director of the Company.
2. Boaz Roseman was elected as a director of the Company.
3. Frank Markowitz was named President, Secretary and Treasurer of the Company.
4. Ramy Diga shall be removed as the Registered Agent of the Company. Effective May 4, 2004, the Registered Agent of the Company shall be Frank Markowitz, 9900 Stirling Road, Suite 302, Cooper City, Florida 33024
5. The number of shareholders and directors consenting to the amendment was sufficient for approval.

The foregoing amendment was adopted the 4th day of May 2004.

IN WITNESS WHEREOF, the undersigned President of the Company has executed these Articles of Amendment as of the 4th day of May 2004.

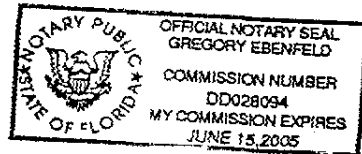


Frank Markowitz, President

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Frank Markowitz, President of the above-named Corporation, to me known to be the person described in and who executed the foregoing instrument, or who has produced as identification, and he acknowledged before me that he executed the same for the purposes therein expressed.

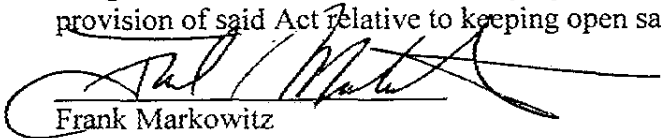
WITNESS my hand and official seal in the County and State last aforesaid this 17 day of June 2004.




NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

ACKNOWLEDGMENT OF REGISTERED AGENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this document, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Frank Markowitz