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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FÉRNANDEZ PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: MIAMIPASS, CORP.

AUDIT NUMBER..... 498008011757

DOC TYPE...... RASIC AMENDMENT

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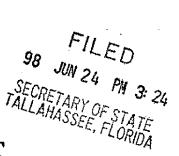
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

MIAMIPASS, CORP.

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: The following articles are being amended:

Article I: The new name of this corporation is:

USA Business Club Corp.

Article VII: The new Registered Agent and address is:

Guillermo Paez, 270 NW 86th Place, Miami, Fl 33126

SECOND: The date of each amendment's adoption is June 18, 1998

Prepared by: Yesit J. Campo

9572 NW 41 Street Miami, Fi 33178 (305) 593-2003

The amendments were approved by the shareholders. The number of votes Cast for the amendments were sufficient for approval. THIRD:

Signed this 18th day of June, 1988

Signature

Signature:

Guillerino Paez as Registered agent I accept the designation as registered agent