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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: MIAMI PASS, CORP.

AUDIT NUMBER.....H98000011757

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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TALLAHASSEE, FLORIDA
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N/C + Amend

6/24

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98 JUN 24 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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, Fl 33178
(305) 593-2003

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

Signed this 18th day of June, 1988

Signature


Guillermo Paez, President and

Signature:


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

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