

RABENSEIFNER & PARTNER

Hanna Rabenseifner LL.M.
Attorney at Law (Florida)
Lic.Jur. (Zürich, Switzerland)

P98000049840

September 9, 1999

Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

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-09/14/99-01012-001
*****43.75 *****43.75


Re: A AND A TELE INTERNATIONAL, INC.
Document No. P98000049840

Dear Sir / Madam:

Please find enclosed the Articles of Amendment to the Articles of Incorporation for the abovestated corporation together with our check.

Please provide us with certified copy.

Very truly yours,


Hanna Rabenseifner

FILED
99 SEP 14 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend. E N/A

V. SHEPARD SEP 21 1999

905 Brickell Bay Drive, Suite 1831 • Miami, FL 33131
TEL:(305) 358-8575 • FAX:(305) 358-7973

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99 SEP 14 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
A AND A TELE INTERNATIONAL, INC.

Pursuant to the provisions of Section 607.1006 Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- FIRST: The name of the corporation is A AND A TELE INTERNATIONAL, INC.
- SECOND: Gabriele Netto resigned as a director of the corporation.
- THIRD: The following Amendments were adopted:
- “The new name of the corporation is: USA SHOPPING MALL INC.”
- “Gabriele Netto’s resignation was accepted. She is no longer a Director of the Corporation. The new director is Karsten Mews.”
- FOURTH: The amendment was adopted by a joint meeting of the directors and shareholders held on the 8th day of September, 1999.
- FIFTH: The above amendment was approved by all shareholders on the 8th day of September, 1999.

A AND A TELE INTERNATIONAL, INC.

By: G. Netto
Gabriele Netto, President

G. Netto
Gabriele Netto, Secretary

STATE OF FLORIDA
COUNTY OF DADE

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned authority, by Gabriele Netto as President and Secretary of A AND A TELE INTERNATIONAL, INC. on this 8th day of September, 1999. She is personally known to me or produced n/a as identification and she took an oath.

Hanna Rabenseifner
Notary Public



Hanna C. Rabenseifner
MY COMMISSION # CC605337 EXPIRES
December 28, 2000
BONDED THRU TROY FAIN INSURANCE, INC.