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February 15, 2002

Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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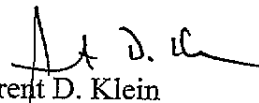
**Re: U.S. Credit Card Processing Corp.
Merchant Services U.S.A., Inc.**

Gentleman:

Enclosed are an original and one copy of Articles of Amendment to the Articles of Incorporation of each of the above referenced corporations, along with our check in the amount of \$87.50. Please forward certified copies of the Articles of Amendment to the undersigned.

If there are any questions, please call.

Very truly yours,


Brent D. Klein

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cc

BDK:ic
Enclosures

FILED
02 FEB 20 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

T BROWN FEB 20 2002

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
MERCHANT SERVICES U.S.A., INC.

FILED
02 FEB 20 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of MERCHANT SERVICES U.S.A., INC. (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST: The name of this Corporation is MERCHANT SERVICES U.S.A., INC.

SECOND: Article I of the Articles of Incorporation is hereby deleted in its entirety and the following inserted in lieu thereof:

"The name of this Corporation is MERCHANT LIQUIDATING CORP."

THIRD: The foregoing amendment was adopted on February 8, 2002, by joint written consent of the sole shareholder and sole director of the Corporation, constituting a sufficient number of votes for the amendment to be approved in accordance with the Florida Statutes.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this instrument this 8th day of February, 2002.



Jorge Fernandez, President