

P98000087035

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NORTH DADE OFFICE:

2875 N.E. 191 ST.
PH 3A
AVENTURA, FLORIDA 33180
TELEPHONE: (305) 466-0022
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REPLY TO: MIAMI

October 14, 1999

BY CERTIFIED MAIL

Department of State
Division of Corporation
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

200003020012--3
-10/20/99-01081-002
*****35.00 *****35.00

**RE: Customers Acceptance Corporation
Articles of Amendment**

Dear Sir or Madam:

Enclosed please find Articles of Amendment to the above corporation. Please file it immediately and clock in the additional copy enclosed and return it in the attached self-addressed stamped envelope at your earliest convenience.

Thank you very much.

Sincerely yours,

ROTH, ROUSSO & BENJAMIN, P.A.



MARK KATSMAN, ESQ.
MK/emi
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -4, PM 12:52

Amend
NFS 11-8-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 29, 1999

MARK KATSMAN, ESQ.
ROTH ROUSSO & BENJAMIN, P.A.
9350 SOUTH DIXIE HWY., PENTHOUSE 2
MIAMI, FL 33156

SUBJECT: CUSTOMERS ACCEPTANCE CORPORATION
Ref. Number: P98000087035

We have received your document for CUSTOMERS ACCEPTANCE CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 399A00051839

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CUSTOMERS ACCEPTANCE CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV -4 PM 12:52

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

RESOLVED that:

FIRST: The following individual shall be removed as President and Director of this corporation.

Alex CHELTSOV
4800 N. Federal Highway
Lighthouse Point, FL 33064

SECOND: The following individual shall be appointed as new President and Director of this corporation:

Igor KAZAKOV
4800 N. Federal Highway
Lighthouse Point, FL 33064

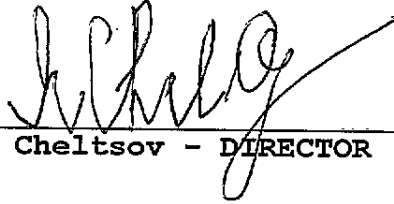
THIRD: The date of the Amendment's adoption was November 2, 1999.

FOURTH: The Amendment was adopted by the Board of Directors without Shareholder Action and Shareholder Action was not required.

Prepared By:
Mark Katsman, Esq.
9350 South Dixie Hwy, PH 2,
Miami, FL 33156
Tel: (305) 670-9994
FL Bar No. 075604

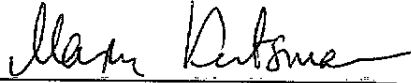
Signed this November 2, 1999.

CUSTOMERS ACCEPTANCE CORPORATION

A handwritten signature in dark ink, appearing to read 'Alex Cheltsov', written over a horizontal line.

Alex Cheltsov - DIRECTOR

I hereby am familiar with the duties and responsibilities
as registered agent for said corporation.

A handwritten signature in dark ink, appearing to read 'Mark Katsman', written over a horizontal line.

Mark Katsman, Esq.