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Edwin Andrews and Company, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

6574 North State Road Seven • Suite 115 • Coconut Creek, Florida 33073-3617

Phone: 954-753-5900 • 877-753-5900 • Fax: 954-755-2500

Website: www.eacpa.com • Email: eacpa@gate.net

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY - 1 PM 1:39

FILED

April 26, 2000

Mr. Doug Spitzer
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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Dear Mr. Spitzer:

As discussed in our phone conversation today, enclosed please find the Articles of Amendment to Articles of Incorporation of USA Management Group, Inc. changing its name to USA Home Loans, Inc. Also is enclosed our check in the amount of \$35.00 for the filing fee.

If you should have any questions regarding this matter, please feel free to call my office.

Very truly yours,

EDWIN ANDREWS & COMPANY, P.A.


Charles J. DiPardo, C.P.A.
CJD:smw
enclosure

NK
5-2-00
BHS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
USA MANAGEMENT GROUP, INC.

FILED
00 MAY -1 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

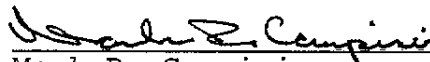
1. Article I of the Articles of Incorporation of USA Management Group, Inc. is amended to read as follows:

ARTICLE I

The name of the Corporation is USA Home Loans, Inc.

2. The foregoing Amendment was adopted by the Shareholders of this Corporation on the 15th day of March, 2000.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment on the 15th day of March, 2000.


Mark R. Campisi
President