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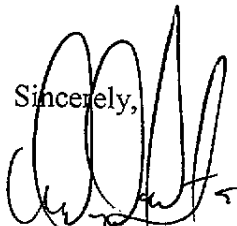
FINANCE SOURCE U.S.A. CORP.

Florida Department of State
Divisions of Corporations

To Whom It May Concern:

Enclosed please find a check for \$43.75 which includes the filing fee for amendment and 1 certified copy of amendment. If you have any questions, please feel free to contact me at (305)265-6165 during regular business hours.

Sincerely,


Mario M. Gorrita
President

Return Address: 1780 SW 64th Ave
Miami, Fl 33155

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FILED
99 JUN -1 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS JUN 8 1999

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
99 JUN -1 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Finance Source U.S.A. Corp.

(present name)

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: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Please amend the following:

Article Seven:	<u>Name</u>	<u>Address</u>
	Mario M. Gorrita	1780 SW 64th Avenue
	President/Secretary	Miami, Fl 33155
	& Treasurer	

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 5-28-99.

FOURTH: Adoption of Amendment(s) (CHECK ONE)



The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.



The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
 voting group



The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.



The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28th day of May, 1999.

Signature

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Mario M. Gorrita

Typed or printed name

President

Title