

P 99000039952

TROC USA, INC.
F/K/A BARTER USA, INC.
POST OFFICE BOX 3103
PALM BEACH, FLORIDA 33480

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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-05/17/99--01110--013
*****43.75 *****43.75

MAY 11, 1999

RE: TROC USA, INC. F/K/A BARTER USA, INC.

GENTLEMEN:

ENCLOSED ARE THE ORIGINAL AND ONE COPY OF THE ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF BARTER USA, INC. TOGETHER WITH A CHECK IN THE AMOUNT OF \$43.75 REPRESENTING THE PAYMENT OF THE FOLLOWING FEES:

FILING FEE	\$35.00
CERTIFICATE OF STATUS	\$8.75
AMOUNT ENCLOSED	\$43.75

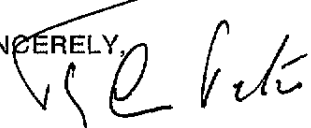
FILED
99 MAR 17 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE ADDRESS ALL CORRESPONDENCE TO THE FOLLOWING ADDRESS UNTIL FURTHER NOTICE:

TROC USA, INC.
F/K/A BARTER USA, INC.
POST OFFICE BOX 3103
PALM BEACH, FLORIDA 33480

NC
5-25-99
MKS

SINCERELY,


LUC PETRE
TROC USA, INC. F/K/A BARTER USA, INC.
RWS\4

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BARTER USA, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article I – Corporate Name is being changed from BARTER USA, Inc. to TROC USA, Inc.

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:

N/A

THIRD: The date of each amendment's adoption shall be May 1, 1999.

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

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

 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 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)

Signed this 11th day of May, 1999.

Signature _____

Luc Petre
Incorporator, Director