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FILED

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01 APR -6 AM 9:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(850) 236-9000

April 2, 2001

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*****35.00 *****35.00

VIA CERTIFIED MAIL 7099 3400 0006 5572 5969
Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


Re: IPSO USA, INC.

Gentlemen:

Enclosed please find the original and one copy of the Amended Articles of Incorporation, together with our filing fee check in the amount of \$35.00, for filing with your office on the above-referenced corporation. Please return a copy of the Articles to me upon filing.

Thank you for your attention to this matter.

Sincerely,



Derrick Bennett

*Amend
4-12-01
DBS*

DB/hs
Enclosures

AMENDMENT TO ARTICLES OF INCORPORATION

OF

GLOBAL FOX FINANCIAL, INC.

FILED

01 APR -6 AM 9:31

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

GLOBAL FOX FINANCIAL, INC., a organized under the laws of the State of Florida, acting by and through its President and Secretary, does hereby certify that the following resolution, to be effective on filing, was unanimously passed at a joint meeting of the stockholders, directors and officers of said corporation held on the 6 day of February, 2001 at which all directors were present and the owners of all the outstanding capital stock were also present, to-wit:

BE IT RESOLVED by the Board of Directors and all of the stockholders of GLOBAL FOX FINANCIAL, INC., is a corporation organized under the laws of Florida, which Articles of Incorporation were filed on May 21, 1999, in the office of the Secretary of State, in joint session assembled, that Article VIII of the Articles of Incorporation be deleted with the following:

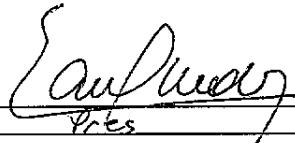
ARTICLE VIII

This Corporation shall have no less than one (1) director nor more than five (5) directors. The number on the Board shall be set from time to time by the Board of Directors of the Corporation , or by the stockholders at an annual or special meeting thereof. The name and address of the officers, directors and members of the Board of Directors are as follows



<u>Office</u>	<u>Name and Address</u>
Director	Filip Vandenberghe, 1702 Groot-Bijgaarden Brussels, BE
President	John R. Adams 99 Aberdeen Loop, Panama City, Florida 32405
Treasurer & Secretary	George L. Patterson, III, 99Aberdeen Loop, Panama City, Florida 32405

Approved at a duly held meeting of all stockholders, officers and directors of GLOBAL FOX FINANCIAL, INC. and by the sole shareholder, WMC Holdings, Inc.

WMC HOLDINGS, INC.
Shareholder

By: 
Pires

GLOBAL FOX FINANCIAL, INC.


By: 
President
Attest: 
Secretary

STATE OF Kentucky
COUNTY OF Bell

BEFORE ME, the undersigned authority, this day personally appeared Guido Van Linden, to me known and known to me to be the President of WMC Holdings, Inc., who is personally known to me or who has produced _____ as identification and who did take an oath, and who acknowledged and certified to and before me that the foregoing is a true and correct copy of the resolution of the corporation, passed unanimously on the 6 day of February, 2001.

WITNESS my hand and seal of office, this 6th day of February, 2001.

NOTARY PUBLIC:

Sign: 

Print Name: Dawn Judd

State of Ky at Large

My Commission Expires: 6-15-03

Notary Commission Number _____

STATE OF Florida
COUNTY OF Dade

BEFORE ME, the undersigned authority, this day personally appeared John Adams and George L. Patterson, to me known and known to me to be the

President and Secretary, respectively, of GLOBAL FOX FINANCIAL, INC., a Florida corporation, who are personally known to me or who have produced _____ as identification and who did take an oath, and who acknowledged and certified to and before me that the foregoing is a true and correct copy of the resolution of the corporation, passed unanimously on the 5th day of Feb, 2001.

WITNESS my hand and seal of office, this 5th day of Feb, 2001.

NOTARY PUBLIC:

Sign: Martha S. Bostick

Print Name: _____

State of _____ at Large

My Commission Expires _____

Notary Commission Number _____



Martha S. Bostick
MY COMMISSION # CC655392 EXPIRES
July 20, 2001
BONDED THRU TROY FAIR INSURANCE, INC.