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December 17, 1999

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-12/21/99--01095--002
*****35.00 *****35.00

Secretary of State, State of Florida
409 E. Gaines Street
Tallahassee, FL 32399

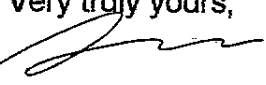
Re: USA SERVICES WEST, INC. to USA GROUP INTERNATIONAL, INC.

Gentlemen:

Enclosed please find the Articles of Amendment changing the name of USA SERVICES WEST, INC. to USA GROUP INTERNATIONAL, INC., together with my check in the amount of \$35.00, representing your filing fee.

Please return your certification of this filing to this office. If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


Joel R. Lavender, Esq.
JRL:sls
Enclosure

*NC Amend
1-6-00
RJS*

FILED
99 DEC 21 PM 2:38
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, as executed by its President and Secretary and acknowledged by its Secretary, hereby executes these Articles of Amendment as follows:

A. The name of the corporation is USA SERVICES WEST, INC.

B. The Amendments as duly adopted are as follows:

1. The name of the corporation shall be changed from USA SERVICES WEST, INC. to USA GROUP INTERNATIONAL, INC.
2. The Directors shall be as follows, in that three additional Directors have been added:

MARK BLOCKER Chairman	1164 E. Oakland Park Boulevard Suite 100 Fort Lauderdale, Florida 33334
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D. RICHARD AUSTIN	1164 E. Oakland Park Boulevard Suite 100 Fort Lauderdale, Florida 33334
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GARY NUTTER	1164 E. Oakland Park Boulevard Suite 100 Fort Lauderdale, Florida 33334
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THOMAS J. HERHOLD	1164 E. Oakland Park Boulevard Suite 100 Fort Lauderdale, Florida 33334
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3. The Officers shall be as follows:

D. RICHARD AUSTIN President	1164 E. Oakland Park Boulevard Suite 100 Fort Lauderdale, Florida 33334
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GARY NUTTER Executive Vice President	1164 E. Oakland Park Boulevard Suite 100 Fort Lauderdale, Florida 33334
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THOMAS J. HERHOLD Secretary-Treasurer	1164 E. Oakland Park Boulevard Suite 100 Fort Lauderdale, Florida 33334
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The above Amendment was unanimously adopted at a Special Meeting held on the 1st day of December, 1999, by the Board of Directors on December 1, 1999, and by the Shareholders of the Corporation on _____

FILED
99 DEC 21 PM 2:38
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

December 1, 1999, in accordance with Florida Statutes 607.1006, as evidenced by the execution of these Articles of Amendment.

CORPORATE SEAL

USA SERVICES WEST, INC.

ATTEST:

T. J. Interiors
Its Secretary

BY: D. Richard Austin
Its President
Print Name: D. Richard Austin

Director/Shareholder

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Amendment were acknowledged before me by,
D. Richard Austin, as _____
and Director/Shareholder of USA SERVICES WEST, INC., a Florida corporation,
this 10 day of December, 1999.

Deborah J. Puleo-Seitz
Notary Public
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
DEBORAH J. PULEO-SEITZ
COMMISSION # CC624184
EXPIRES 2-25-2001
BONDED THRU ASA 1-888-NOTARY1