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BASIC AMENDMENT

U.S. EQUITY MANAGEMENT CORP.

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
U.S. EQUITY MANAGEMENT CORP.

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Pursuant to Sections 607.1002 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of U.S. Equity Management Corp. (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is U.S. Equity Management Corp.

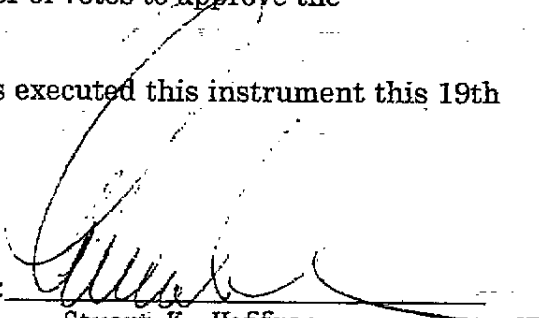
SECOND: "Article I. Name" of the Corporation's Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE I. NAME

The name of the Corporation is "Millennium Equities, Inc."

THIRD: The foregoing amendment was adopted by written consent of the shareholders and Board of Directors of the Corporation, in accordance with Sections 607.1003, 607.0704 and 607.0821 of the Florida Statutes, on the 19th day of November, 1999, constituting a sufficient number of votes to approve the amendments.

NOW THEREFORE, the undersigned has executed this instrument this 19th day of November, 1999.

By: 
Name: Stuart K. Hoffman
Title: Vice President

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