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## DEFI, INC. c/o 1500 Miami Center 201 South Biscayne Blvd. Miami, Florida 33131

March 16, 2000

Department of State Tallahassee, Florida

RE: DEFI, INC., a Florida corporation

Ladies and Gentlemen:

This letter confirms that DEFI, INC., a Florida corporation, located c/o 1500 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, through its incorporator and secretary, has filed Articles of Dissolution with the Florida Secretary of State, and does hereby release and consent to the use of the name "DEFI, INC." by Return USA, Inc., also a Florida corporation.

DEFI, INC. does not intend to revoke said Articles of Dissolution, nor does it intend to withdraw its release and consent to use its name by Return USA, Inc.

Sincerely,

Roger Friedbauer

Secretary of DEFI, INC.

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## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF RETURN USA, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is RETURN USA, INC. (the "Corporation").
- 2. The following amendment of the Articles of Incorporation was agreed to and adopted by the sole Incorporator of the Corporation without shareholder action, and shareholder action was not required on the 15<sup>th</sup> day of March, 2000, in the manner prescribed by Section 607.1005, Florida Statutes, as amended:

ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

## "ARTICLE I - NAME

The name of this Corporation is DEFI, INC. and its address is c/o RF, 201 S. Biscayne Blvd., Suite 1600, Miami, FL 33131".

Roger Friedbauer Sole Incorporator

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SECRETARY OF STATE
SECRETARY SEE, FLORIDA