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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

000002392650--4

-01/07/98--01065--004

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

CORPORATION(S) NAME

Name

*Change
Amend*

BACE Capital Partners Acquisition Company

Profit

NonProfit

Limited Liability Co.

Foreign

Limited Partnership

Reinstatement

Certified Copy

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Amendment

Dissolution/Withdrawal

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98 JAN 7 PM 12:16
RECEIVED
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. BACE Capital Partners Acquisition Company
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: November 13, 1997

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SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 22, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

United Service Solutions, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.



Signature
Name and Title

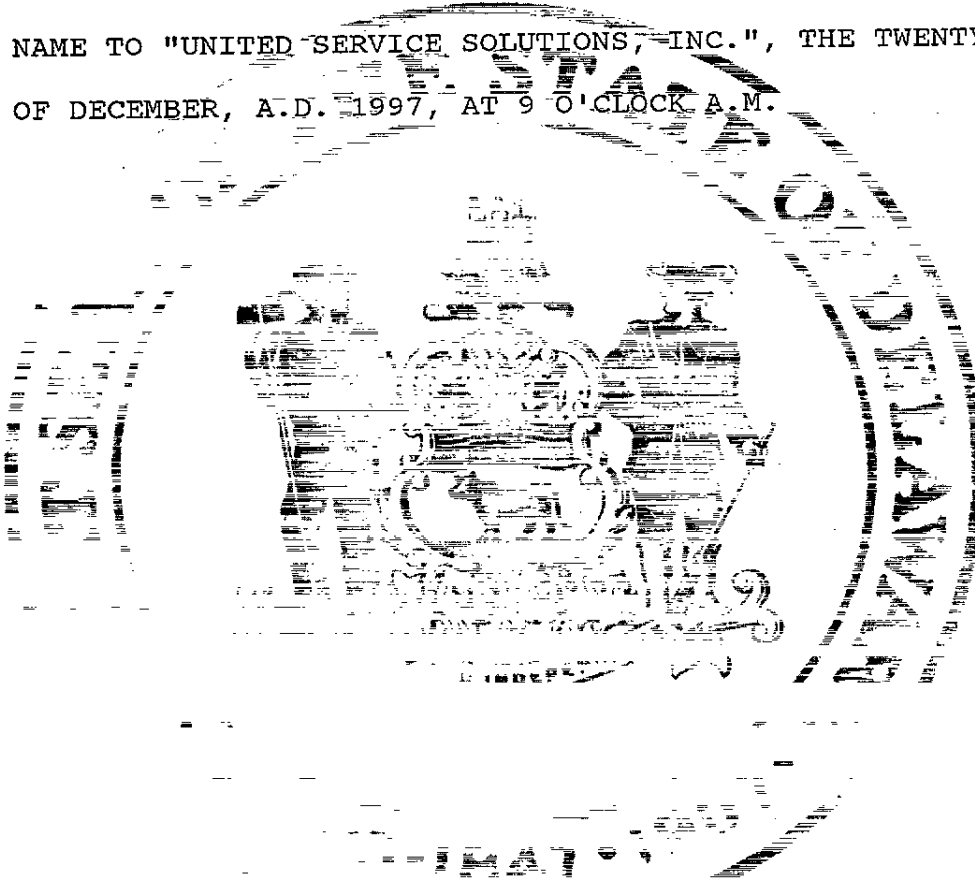
Pal Berg, President

12/19/97

Date

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BACE CAPITAL PARTNERS ACQUISITION COMPANY", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "UNITED SERVICE SOLUTIONS, INC.", THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2810303 8320

981002028

AUTHENTICATION:

8846926

DATE:

01-05-98