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BASIC AMENDMENT
C4 CAPITAL CORP.

FILED
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*NC. *Anthony*

December 7, 2004

DEPARTMENT OF STATE
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir/Madame:

Re: H.F.S. U.S.A. LLC

The undersigned, being the Managing Member of H.F.S. U.S.A., LLC, a Florida limited liability company, duly organized under the laws of the State of Florida, hereby grants permission to the use of the corporate name and approves the filing of the Articles of Amendment to the Articles of Incorporation, changing the corporate name from C4 CAPITAL CORP. to HFS-USA, INC. The undersigned understands that the Florida Department of State requires this approval due to the similarity of the names.

H.F.S. U.S.A., LLC

By: 

Name: Marc J. Chamberland

Title: Managing Member



GunsterYoakley
ATTORNEYS AT LAW

Ft. Lauderdale • Miami • Palm Beach • Stuart • Vero Beach • West Palm Beach

FAX COVER SHEET

Broward Financial Centre, Suite 1400
500 East Broward Boulevard
Ft. Lauderdale, Florida 33394

Phone: 954-713-6428
Fax: 954-888-2029
Website www.gunster.com

DATE: January 21, 2005

TO: Electronic Filing
Department

FIRM: Corporations Division
Florida Department of
State

FAX NO: 850-205-0380

PHONE NO:

FROM: Jeannie J. Ha, Paralegal

PHONE NO: 954-713-6428

E-MAIL: jha@gunster.com

CLIENT NO: 99998.01021

5 PAGES INCLUDING COVER

MESSAGE:

PLEASE SEE THE ATTACHED ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF C4 CAPITAL CORP. ("AMENDMENT") FOR FILING WITH YOUR OFFICE. ALSO, ATTACHED IS A SIGNED LETTER FROM MARC J. CHAMBERLAND, MANAGING MEMBER OF H.F.S. U.S.A., LLC, APPROVING THE FILING OF THE ATTACHED AMENDMENT CHANGING THE CORPORATE NAME FROM C4 CAPITAL CORP. TO HFS-USA, INC.

IF AT ALL POSSIBLE, WE WOULD LIKE TO HAVE TODAY'S DATE AS THE EFFECTIVE FILING DATE.

PLEASE CALL ME IF YOU HAVE ANY QUESTIONS. THANK YOU.

CC: ROBERT C. WHITE, ESQ.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
C4 CAPITAL CORP.

FILED
05 JAN 21 PM 4: 58
CLERK OF DISTRICT COURT
FLORIDA 17th DISTRICT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned, Marc J. Chamberland, being the President of C4 CAPITAL CORP., a Florida corporation (the "Corporation"), does hereby certify:

1. The name of the Corporation is C4 CAPITAL CORP.
2. Article I of the Articles of Incorporation of the Corporation are hereby amended to change the name of the Corporation from C4 CAPITAL CORP. to HFS-USA, INC.

To effect such amendment, Article I of the Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

"ARTICLE I
NAME

The name of this corporation is: HFS-USA, INC."

3. The foregoing amendment of the Articles of Incorporation was authorized by the Joint Written Consent of the Board of Directors and of the Shareholders of the Corporation dated December 7, 2004. The number of votes cast for the foregoing amendment by the shareholders was sufficient for approval.

FAX AUDIT NO.: H05000017575 3

01-21-2005 02:21PM FROM-Gunster Yoakley
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IN WITNESS WHEREOF, the undersigned has executed these Articles of
Amendment to Articles of Incorporation this 7 day of December, 2004.


MARC J. CHAMBERLAND,
President

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