P00000028913

Charles J. Oswald
Attorney at Law

1020 Bel Air Drive, #3
Highland Beach, FL 33487
Tel: 561-274-8434
Fax: 561-274-9514
Mobile: 561-702-5207
E-mail: coswald@adelphia.net

Admitted: FL, NY&CT

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*****43.75 *****43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR -9 PM 2:12

February 23, 2001

Florida Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

RE: QUANTITYS.COM, INC.
CORPORATE DOCUMENT NUMBER:
P00000028913

To Whom It May Concern:

Please find an original Amendment to Articles Of Incorporation for QUANTITIES.COM INC. now known as QUANTITIES INC. Also enclosed is a check in the amount of $43.75 for the filing fee and a returned certified copy of the filed Amendment to the Articles of Incorporation.

Please forward the certified copy to:

Charles J. Oswald, Esq.
Attorney At Law
1020 Bel Air Dr., #3
Highland Beach, FL 33487
(561) 274-8434

Thank you for your cooperation.

Sincerely,

Charles J. Oswald
Attorney At Law

~~W01-4802~~

Amend. & N/C

V. SHEPARD MAR 13 2001

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 2, 2001

CHARLES J. OSWALD, ESQ.
1020 BEL AIR DR., #3
HIGHLAND BEACH, FL 33487

SUBJECT: QUANTITYS.COM, INC.
Ref. Number: P00000028913

We have received your document for QUANTITYS.COM, INC. and your check(s) totaling $43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 601A00013049

Rec'd 3/9

Charles J. Oswald
Attorney at Law

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Highland Beach, FL 33487
Tel: 561-274-8434
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Admitted: FL, NY&CT

March 6, 2001

Florida Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

Attention: Velma Shepard
Corporate Specialist

RE: QUANTITYS.COM, INC.
CORPORATE DOCUMENT NUMBER:
P00000028913

Dear Velma Shepard:

Thank you for your assistance in this matter. As per your instruction, I amended the Articles of Amendment by omitting the amendment for change of Incorporator. I hope this satisfies the Department Of State's criteria.

Please forward the certified copy to:

Charles J. Oswald, Esq.
Attorney At Law
1020 Bel Air Dr., #3
Highland Beach, FL 33487
(561) 274-8434

Thanks again.

Sincerely,

Charles J. Oswald
Attorney At Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 MAR -9 PM 2:12

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
QUANTITYS.COM INC.

DOCUMENT # P00000028913

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

First: AMENDMENTS ADOPTED
Amendment to Article I NAME: The name of the corporation shall be AMENDED from: Quantitys.com Inc. to Quantities Inc. The name of the corporation shall be
Quantities Inc.

Amendment to Article III PURPOSE shall be AMENDED to: The purpose of the corporation is to provide goods and services for the construction industry and other related industries.

Amendment to Article IV SHARES: The number of shares of stock shall be ADDED to:
Twenty-Five Million (25,000,000).

Amendment to Article V INITIAL OFFICERS/DIRECTORS shall be AMENDED to:
Frederick Thompson: Chief Executive Officer and Chairman of the Board of Directors
4242 SW 10th Way, Davie, FL 33328

John W. Nester: President and Vice Chairman of the Board of Directors
1295 Northern Blvd. Manhassett, NY 11030

Roy Nester: Director
1295 Northern Blvd. Manhassett, NY 11030

Charles J. Oswald: Secretary, Vice-President, Director
1020 Bel Air Dr. Unit #3, Highland Beach, FL 33487

Thomas Nuzio: Treasurer, Chief Financial Officer
1295 Northern Blvd., Manhassett, NY 11030

Amendment to Article VI REGISTERED AGENT shall be AMENDED to:
Charles J. Oswald, Esq.
Attorney At Law
1020 Bel Air Dr., Unit #3, Highland Beach, FL 33487

Charles J. Oswald accepts the appointment as the new registered agent and he is familiar with and accepts the obligations of the position.

Signed this 6th day of March, 2001 Charles J. Oswald
CHARLES J. OSWALD

Second: No amendment provides for an exchange, reclassification or cancellation of issued shares.

Third: The date of each amendment's adoption is February 1, 2001.

Fourth: the amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 6th day of March, 2001 Charles J. Oswald
CHARLES J. OSWALD, DIRECTOR