P04000137897

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FAL CONNECTION, INC.

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	Merger File
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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

December 2, 2004

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: QUALITY DISCOUNT'S, INC.

Ref. Number: P04000137897

We have received your document for QUALITY DISCOUNT'S, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

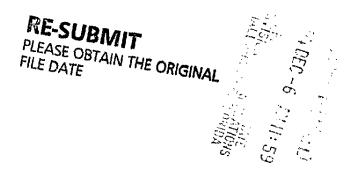
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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette Document Specialist

Letter Number: 504A00067672



ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

QUALITY DISCOUNT'S, INC.

2004 DEC -2 PM 3: 16

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: Amendment #1 - The new President, Vice-President, Secretary and Treasurer of the Corporation is Luis Ginart, Jr, 12963 W Okeechobee Rd, Miami, FL 33018; Amendment #2 - The new registered agent for the Corporation shall be Luis Ginart. Jr, 12963 W Okeechobee Rd, Miami, FL 33018.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: December 1, 2004

FOURTH: The amendments were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Signed this 1st day of December, 2004

Quality Discount's, Inc.

By:

Luis Ginart, fr.

I hereby accept the obligations and responsibility of being the registered agent for above referenced matter.

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uis Giffart, J