P97000046905

QPQ CORPORATION

October 8, 1997

Via Federal Express

Secretary of State
Division of Corporations
State of Florida
490 East Gaines Street
Tallahassee, Florida 32399

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*****87.50 *****87.50

RE: QPQ Corp. (the "Company")

Ladies and Gentlemen:

Enclosed for filing you will find an original and one copy of the Articles of Amendment to the Articles of Incorporation for the Company, together with our check in the amount of $87.50, representing the filing fee of $35.00 and a certified copy fee of $52.50.

Once filed, please return the certified copy to the undersigned at: 7777 Glades Road, Suite 211, Boca Raton, Florida 33433.

Thank you.

Sincerely,

C. Lawrence Rutstein
CLR/cdh

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DW
10/15
Amend

BOCA CORPORATE CENTRE
7777 W. GLADES ROAD, SUITE 213 • BOCA RATON, FL 33434 • TEL (561) 470-6005 • FAX (561) 470-9185

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
QPQ CORPORATION

The undersigned, being a natural person competent to contract, does hereby make, subscribe and file the Articles of Amendment to the Articles of Incorporation of QPQ Corporation, a Florida corporation, pursuant to Sections 607.0602 and 607.10025 of the Florida Business Corporation Act:

1. The name of the corporation is QPQ Corporation (the "Company").

2. The Company currently is authorized to issue 1,000,000 shares of preferred stock, par value $.01 per share (the "Preferred Stock"), issuable in such series and bearing such voting, dividend, conversion, liquidation and other rights and preferences as the Board of Directors may determine. The text of the resolution of the Board of Directors on October 7, 1997 setting forth amendments to the designations, rights and privileges of the Preferred Stock is as follows:

> WHEREAS, pursuant to Article III of the Articles of Incorporation the Company is authorized to issue 1,000,000 shares of preferred stock, par value $.01 per share (the "Preferred Stock"), issuable in such series and bearing such voting, dividend, conversion, liquidation and other rights and preferences as the Board of Directors may determine.
>
> WHEREAS, the Board of Directors deems it to be in the best interest of the Company to designate a series of such Preferred Stock, consisting of 300,000 shares.
>
> NOW, THEREFORE, be it resolved that the Board of Directors of the Company be and hereby determines that 300,000 shares of Preferred Stock are designated as Series A Preferred Stock, with the following designations, rights and preferences:
>
> 1. Designation and Initial Number. The series of Preferred Stock hereby classified shall be designated "Series A Preferred Stock." The initial number of authorized shares of the Series A Preferred Stock shall be 300,000 shares. Upon issuance of the shares of Series A Preferred Stock an amount at least equal to the par value shall be the stated capital of the Company.
> 2. Voting Rights. Holders of the shares of Series A Preferred Stock

shall be entitled to full voting rights, share for share, with the then outstanding Common Stock as well as with any other class or series of stock of the Company which have general voting power with the Common Stock concerning any matter being voted upon. Except as so provided, shares of Series A Preferred Stock shall at no time be entitled, as a series, class or otherwise, to any other or special or restrictive voting rights of any kind whatsoever, except as then and when and to the extent required by applicable law.

3. Conversion Privilege. The holders of the Series A Preferred Stock shall have the right, at their option, at any time commencing October 9, 1997, to convert the shares into shares of the Company's Common Stock, par value $.01 per share, on the following terms and conditions:

a. Each share of Series A Preferred Stock shall be convertible at any time, and from time to time, into five (5) fully paid and non-assessable shares of Common Stock.

b. Upon presentation and surrender to the Company (or any office or agency maintained for the transfer of the Series A Preferred Stock) of certificates of Series A Preferred Stock to be so converted, duly endorsed in blank for transfer or accompanied by proper instruments of transfer in blank, all bearing medallion guaranteed signature(s) of the holders and accompanied by written notice of conversion (the "Conversion Notice"), the holder of such shares of Series A Preferred Stock shall be entitled, subject to the limitations contained herein, to receive in exchange therefor a certificate or certificates representing such number of fully paid and non-assessable shares of Common Stock which shall represent the number of shares of Series A Preferred Stock issuable upon such conversion. The shares of Series A Preferred Stock shall be deemed to have been converted, and the person converting the same to have become the holder of record of Common Stock, for all purposes as of the date of delivery of the Conversion Notice.

c. The Company shall, so long as any of the shares of Series A Preferred Stock are outstanding, reserve and keep available out of its authorized and unissued Common Stock, solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all of the shares of Series A Preferred Stock then outstanding.

d. The Company shall not issue any fraction of a share of Common Stock upon any conversion, but shall round up the number of shares of Common Stock issuable upon such conversion to the next highest whole share.

4. Redemption. The shares of Series A Preferred Stock are redeemable at any time at the sole option of the Company at a redemption price to be negotiated by the parties.

5. Dividends. The shares of Series A Preferred Stock shall pay dividends from time to time as determined in the sole discretion of the Board of Directors out of funds legally available for the payment of dividends by the Company.

6. Liquidation. In the event of any voluntary or involuntary dissolution or winding up of the Company, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its shareholders an amount per share equal to $.01 without interest, and no more, before any payment shall be made to the holders of any stock of the Company ranking junior to the Series A Preferred Stock. A merger of consolidation of the Company with or into any other corporation, share exchange or sale of conveyance of all or any part of the assets of the Company which shall not in fact result in the liquidation of the Company and the distribution of assets to its shareholders shall not be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the Company within the meaning of this Paragraph 6.

7. Transferability. The shares of Series A Preferred Stock may be transferred at any time and from time to time at the sole option of the holder.

BE IT FURTHER RESOLVED, that the President of the Company be and hereby is authorized and directed to execute and file Articles of Amendment reflecting the foregoing action and to take such other acts or actions as he deems necessary and appropriate to effect the foregoing.

4. The foregoing amendment was duly adopted by unanimous written consent of the Board of Directors on October 7, 1997 and shareholders' action was not required.

IN WITNESS WHEREOF, this Articles of Amendment to the Articles of Incorporation has been executed on the 9th day of October, 1997.

QPQ CORPORATION

By: _____

C. Lawrence Rutstein,
President

Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

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

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QPQ Corporation

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TALLAHASSEE FLORIDA

( ) Profit
( ) NonProfit
( ) Limited Liability Company
(X) Amendment
( ) Merger
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( ) Dissolution/Withdrawal
( ) Mark
( ) Limited Partnership
( ) Reinstatement
( ) Limited Liability Partnership
( ) Annual Report
( ) Reservation
( ) Other
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(X) Certified Copy
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Name Availability
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W.P. Verifier

OCT 17 1997

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THANKS, MEIGNIE

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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF AMENDMENT

OF ARTICLES OF INCORPORATION

OF QPQ CORPORATION

Pursuant to the provisions of Section 607.10025 of Florida Statutes, QPQ Corporation (the "Company"), organized and existing under the laws of the State of Florida, hereby submits the following Certificate of Amendment of Articles of Incorporation, as follows:

1. The name of the corporation is QPQ Corporation.

2. The date of adoption by the Board of Directors of the resolution approving the one-for-three (1-for-3) reverse stock split of the Company's Common Stock is October 8, 1997.

3. The amendment to the Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares in any class or series of the Company's Common Stock, and does not result in a percentage of the authorized shares that remain unissued after the division or combination exceeding the percentage of authorized shares that were unissued before the division or combination.

4. There are approximately 717,927 shares of Common Stock affected by the one-for-three (1-for-3) reverse stock split of the Company's Common Stock, which after the reverse stock split the Company will have approximately 239,309 shares of Common Stock issued and outstanding.

5. The amendment to the Articles of Incorporation made in

connection with the reverse stock split is attached hereto, marked Exhibit "A" and incorporated herein by reference.

6. The Company's shareholders have been provided with timely written notice setting forth the material terms of the reverse stock split of the Company's Common Stock.

DATED THIS 30 DAY OF SEPTEMBER, 1997.

QPQ CORPORATION

By: _____
C. Lawrence Rutstein
President

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ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

QPQ CORPORATION

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of QPQ Corporation, a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, does hereby certify:

First: That pursuant to Unanimous Written Consent of the Board of Directors of said Corporation, which was adopted on August 8, 1997, the Directors approved the amendment to the Corporation's Articles of as follows:

Article III of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE III

Capital Stock

The aggregate number of shares of all classes of capital stock that this Corporation shall have authority to issue is Two Million Six Hundred Sixty Six Thousand Six Hundred Sixty-Seven (1,666,667) shares, consisting of (i) one million six Hundred sixty six thousand six hundred sixty-seven (1,666,667) shares of common stock, par value $.01 per share (the "Common Stock") and (ii) one million (1,000,000) shares of preferred stock, par value $.01 per share (the "Preferred Stock").

The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock are as follows:

A. Provisions Relating to the Preferred Stock.

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences, and rights, and qualifications, limitations and restrictions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Subject to the rights of the holders of the Corporation's common stock, as set forth in Section B of this Article III, authority is hereby expressly granted to and

Exhibit "A"

vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuances thereof the following:

a. whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

b. the number of shares to constitute the class or series and the designations thereof;

c. the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

d. whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which such shares shall be redeemable and the manner of redemption;

e. whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

f. the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

g. the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

h. whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ration or ratios or the rate

or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

i. such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution, adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

B. Provisions Relating to the Common Stock.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock other otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

C. Possible Required Disposition or Redemption of Common Stock.

1. If (a) any competitor (a "Competitor") of Domino's Pizza International, Inc. ("Dominos") owns of record or is the

beneficial owner of more than 5% of the outstanding shares of the Common Stock of the Corporation; and (b) the Corporation's Board of Directors, in its sole judgment and discretion, determines that, as a result thereof, the continued ownership of the Common Stock by such Competitor could have a material adverse impact on the business, financial condition or results of operations of the Corporation, the Corporation shall have the right, but not the obligation, to (i) require the Competitor to dispose of such amount of the shares of Common Stock held of record or owned beneficially by the Competitor as the Corporation's Board of Directors, in its sole judgment and discretion, determines, or (ii) to redeem from the Competitor such amount of the shares of Common Stock held of record or owned beneficially by the Competitor as the Company's Board of Directors, in its sole judgment and discretion, determines (the occurrence of any such event and determination being hereinafter referred to as a "Disposition Determination"). The shares of Common Stock that the Corporation requires the Competitor to dispose of or that the Corporation elects to redeem are referred to hereinafter as the "Disposition Shares". Although the Corporation's Board of Directors is entitled to consult with Dominos, and such other individuals as are desirable or necessary to make an informed decision, the determination of whether or not a Competitor of the Corporation is a Competitor of Dominos will be made by the Corporation's Board of Directors in its sole judgment and discretion.

2. A Competitor will be required to dispose of all Disposition Shares within 30 days after the Corporation notifies the Competitor of a Disposition Determination (the "Disposition Determination Notice"), and beginning on the 30th day of the day on which the Corporation notifies a Competitor of a Disposition Determination, the Corporation will have the option, upon notice to the Competitor (the "Notice of Redemption"), to redeem at any time, or from time to time until the Disposition Determination is revoked, any or all Disposition Shares in a form of consideration permitted in Paragraph 4 hereof, at the price per share which is the lower of (a) the fair market value of a share of Common Stock on the day the Corporation notifies the Competitor of the Disposition Determination, or (b) the fair market value of a share of Common Stock on the day the Corporation notifies the Competitor of the Corporation's election redeem the stock (the "Redemption Price"). For the purposes of this Article III, Section C, (i) the fair market value of a share of Common Stock on a day will be the last reported price at which the Common Stock is traded on that day on the principal market for the Common Stock (whether that is a stock exchange, an automated quotation system or another organized market) or if the Common Stock is not traded in an organized market, the fair market value of a share of the Common Stock as determined in good faith by the Corporation's Board of Directors, based upon an evaluation provided by an investment banking firm or other expert in valuing securities selected by the Board of Directors, and (ii) a Disposition Determination Notice or a Notice of Redemption will be deemed given to a Competitor two (2) days

after the day when it is mailed by first class mail to the Competitor at the address shown on the stock records of the Corporation, or, if the Competitor is a beneficial but not a record owner of stock of the Corporation, at any address of the Competitor shown on any report or other document filed with the Securities and Exchange Commission or any successor to that agency, or at the address shown on the stock records of the Corporation of any record owner of any stock of the Corporation of which the Competitor is a beneficial owner. The Corporation will be entitled to injunctive relief in any court of competent jurisdiction to enforce the provisions of this Article II, Section C and each holder of Common Stock will be deemed to have acknowledged by acquiring or retaining Common Stock that failure to comply with this Article Ii, Section C will expose the Corporation to irreparable injury for which there is no adequate remedy at law and that the Corporation is entitled to injunctive relief to enforce the provisions of this Article II, Section C.

3. Upon the occurrences of a Disposition Determination, the Corporation shall send a Disposition Determination Notice to the Competitor or Competitors affected. The Disposition Determination Notice shall, (i) state that the Disposition Determination has been made and contain a brief description of the conditions that triggered the Disposition Determination; (ii) state that in accordance with the terms and provisions of this Article III, Section C, the Competitor must dispose of all Disposition Shares within 30 days after receipt of this notice (as receipt is described in this Article III, Section C), and that beginning on the 30th day after receipt of this notice the Corporation may exercise its right to redeem any or all of the Disposition Shares and (iii) state that if the Corporation exercises its right to redeem any or all of the Competitor's shares it will provide the Competitor with a Notice of Redemption, which notice shall (a) specify the date on which the closing of the redemption shall take place (the "Closing Date"); (b) set forth the Redemption Price and the manner in which the Redemption Price will be paid; and (c) describe any documents which must be executed and delivered and any other action which the Corporation will require of the Competitor in connection with the redemption.

4. The "Redemption Price" per share shall be the price determined pursuant to the provisions of paragraph 2 of this of this Article III, Section C. On the Closing Date, the Corporation shall pay the Redemption Price in the following form and manner: (i) delivery of the full amount of the Redemption Price to the subject Competitor in cash or immediately available funds; or (ii) delivery to the Competitor of a promissory note of the Corporation in favor of the Competitor in the principal amount of the Redemption Price; or (iii) delivery to the Competitor of a combination of cash and a promissory note in the aggregate amount of the Redemption Price. If the Corporation elects to pay all or a portion of the Redemption Price by promissory note shall bear interest at the prime rate reported in the "Money Rates" section of

the Wall Street Journal on the fifth business day preceding the Closing Date, such interest to be payable monthly in cash. The principal of such promissory note shall be payable in one single payment on the maturity date of such promissory note, which maturity date shall be the fifth anniversary date of the promissory note or, if earlier, such date, if any, established by applicable statute or regulation as the latest permissible maturity date that will permit such promissory note not to be deemed an impermissible investment interest in the Corporation. On the Closing Date, the Competitor shall deliver to the Corporation the certificate or certificates for the Disposition Shares being redeemed, a stock power duly executed by the Competitor and such other documents as the Corporation deems reasonably necessary or desirable to effect the intentions of this Article.

Pursuant to Florida Statute §607-10025, the foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to Unanimous Written Consent of the Board of Directors. Therefore, shareholder approval of the amendment to the Corporation's Articles of Incorporation was not required.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of September 16, 1997.

QPQ CORPORATION

By: _____
C. Lawrence Rutstein, President

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