## 462048 A. TRIAY, P.A.

A PROFESSIONAL ASSOCIATION

ATTORNEY AT LAW

SQUARE ONE BUSINESS CENTER

SUITE 103

10570 N.W. 27 STREET

MIAMI, FLORIDA 33172

PLEASE REPLY TO:
POST OFFICE BOX 227010
MIAMI, FLORIDA 33122

May 15, 2001

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: AMENDMENT OF ARTICLES OF INCORPORATION

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Ladies/Gentlemen:

In reference to the above captioned, enclosed please find Articles of Amendment of Articles of Incorporation for Quality Discount, Inc., and Popular Discount, Inc., with a check in the amount of \$70.00 as the filing fee for same (\$35.00 for each). Should you have any questions, please contact me.

Very truly yours,

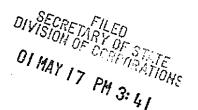
Carlos A. Triay

\_100004316071--1 -05/17/01--01124--026 \*\*\*\*\*\*70.00 \*\*\*\*\*\*35.00

LETTERS\CT25

Amend.

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF POPULAR DISCOUNT, INC.



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

FIRST: Amendment(s) adopted:

At a special meeting of Shareholders of the Corporation held on May 14, 2001, the following changes were approved by 100% of the Shareholders:

## A. AUTHORIZED SHARES:

NUMBER. The aggregate number of shares that the Corporation shall have the authority to issue is ONE THOUSAND HUNDRED (1,000) SHARES of Capital Stock with a par value of One Dollar (\$1.00) per share.

SECOND: The date of each amendment's adoption is May 14, 2001.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 15 day of May , 2001

POPULAR DISCOUNT, INC.

By: DIAZ DESCIDENTE

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