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May 15, 2001

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 17 PM 3:40

RE: AMENDMENT OF ARTICLES OF INCORPORATION

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

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*****70.00 *****35.00

LETTERS\CT25

Amend

V SHEPARD MAY 25 2001

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 17 PM 3:40

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.

QUALITY DISCOUNT, INC.

By: 
ENRIQUE J. DIAZ, PRESIDENT