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May 15, 2001

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Division of Corporations P.O. Box 6327

Tallahassee, FL 32314

RE: AMENDMENT OF ARTICLES OF INCORPORATION

Ladies/Gentlemen:

PLEASE REPLY TO:

MIAMI, FLORIDA 33122

POST OFFICE BOX 227010

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

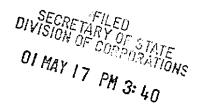
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*****70.00 *****35.00

Amend

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF QUALITY 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.

QUALITY DISCOUNT, INC.

ENRIQUE J. DIAZ, PRESIDENT

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