

F05000003780

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To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

BASIC AMENDMENT

FRANKEL HOLDINGS INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**
(Pursuant to s. 607.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

FD5000003780
(Document number of corporation (if known))

1. Frankel Holdings Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware (Incorporated under laws of) 3. June 29, 2005
(Date authorized to do business in Florida)

**SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 15, 2005

5. VQ Investments Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

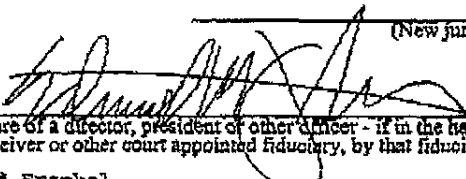
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
Edward Frankel
(Typed or printed name of person signing)

12/15/05
(Date)
President
(Title of person signing)

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Delaware

PAGE 1

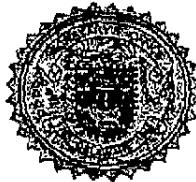
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "FRANKEL HOLDINGS INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "VQ INVESTMENTS INC.", THE FIFTEENTH DAY OF DECEMBER, A.D. 2005, AT 11:34 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FRANKEL HOLDINGS INC." WAS INCORPORATED ON THE TENTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3906268 8320

AUTHENTICATION: 4376912

051026623

DATE: 12-15-05