

To: FI Dept of State
Subject: 000173.68917

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Florida Department of State
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From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
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000173.68917

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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QAT, INC.

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
QAT, INC.

FILED
07 MAY 24 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.

The name of the corporation is QAT, Inc. (the "Corporation").

2.

The following Article IX is hereby added to the Articles of Incorporation of the Corporation:

"ARTICLE IX

The Corporation shall not issue any nonvoting equity securities to the extent prohibited by section 1123(a)(6) of title 11 of the United States Code (the "Bankruptcy Code") as in effect on the date of the filing of these Articles of Amendment with the Secretary of State of the State of Florida; provided, however, that this Article IX (i) will have no further force and effect beyond that required under section 1123(a)(6) of the Bankruptcy Code, (ii) will have such force and effect, if any, only for so long as section 1123(a)(6) of the Bankruptcy Code is in effect and applicable to the Corporation, and (iii) in all events may be amended or eliminated in accordance with such applicable law as from time to time may be in effect."

3.

This Amendment was duly approved and adopted by the Board of Directors of the Corporation effective May 23, 2007, in accordance with the provisions of Florida Business Corporation Act Section 607.1003.

4.

This Amendment was duly approved by the sole shareholder of the Corporation effective May 23, 2007, in accordance with the provisions of Florida Business Corporation Act Section 607.1003.

[signature page follows]

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From: Tracy Spear

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its duly authorized officer this 24th day of May, 2007.

QAT, INC.

By: 

Name: Thomas M. Duffy

Title: Executive Vice President

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