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June 20, 2001

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

SENT VIA U.S. MAIL

RE: QP Holdings, LLC
Articles of Amendment to Articles of Organization

800004461038--E
-07/06/01--01022--001
*****25.00 *****25.00

Dear Sir/Madam:

Enclosed please find the Amendment to the Articles of Organization of QP Holdings, a limited liability company. I have also enclosed a check payable to the Florida Department of State in the amount of \$25.00. Kindly file the amendment as soon as possible. If you have any questions or require additional information, please call me at (954) 321-7701.


Very Truly Yours,


MICHAEL H. MERINO, ESQ

MHM/kp

Enclosure

FILED
01 JUL -5 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LO1-3633


**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION OF
QP HOLDINGS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles of Amendment, hereby certifies that:

FIRST: The date of filing of the articles was March 9th, 2001.

SECOND: The following amendment(s) to the articles of organization were adopted by the limited liability company:

Article II titled Address of the Articles of Organization was amended as follows: The mailing address and street address of the principal office of the Limited Liability Company is: 988 Sunflower Circle, Weston, FL 33327.

Article IV titled Management of the Articles of Organization was amended as follows: The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are: Rafael Quintero and Ricardo Quintero whose addresses are 988 Sunflower Circle, Weston, FL 33327.

Article V titled Registered Agent of the Articles of Organization was amended as follows: The street address of the initial registered office of the Limited Liability Company shall be 988 Sunflower Circle, Weston, FL and the name of the initial registered agent of the Limited Liability Company at that address is Ricardo Quintero.

DATED: 6-20-01


Managing Member - Ricardo Quintero

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for QP Holdings, LLC at the place designated by the Articles of Organization the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.608.415.

DATED: 6-20-01


Name: RICARDO QUINTERO

RESIGNATION OF REGISTERED AGENT

I, Michael H. Merino, hereby resign as Registered Agent to accept service of process for QP Holdings, LLC this 20th day of June, 2001.


Name: MICHAEL H. MERINO

FILED
01 JUL -5 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA