

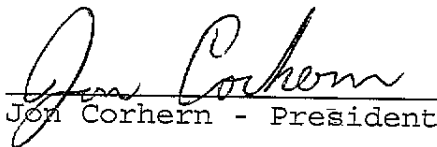
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June 17, 2000

To Whom It May Concern:

If there are any questions concerning the filing this amendment to these Articles of Incorporation, please feel free to contact Mr. James Strong at 904-761-7855.

The signature below authorizes you to act upon his direction in this matter.


Jon Corhern - President

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EFFECTIVE DATE
7/1/00

QUALITY FINANCIAL SERVICES INC
3445 Nova Road
Port Orange FL 32127

FILED
00 JUN 26 PM 1:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend
Spayne
7/6/00

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

Imagecraft Designs Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to it's articles of incorporation.

Amendments adopted: Article I being amended to read as follows.

ARTICLE VIII = Directors

The Corporation shall have no Directors.

Article XII being added to Articles of Incorporation.

ARTICLE XII = MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the majority of shareholders of this corporation. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

The above amendments were approved by the shareholders. The number of votes cast for the amendment was sufficient for approval. A copy of voting results is attached.

Signed this 17th day of June, 2000.

Signature

Jon Corhern
Jon Corhern - President

EFFECTIVE DATE
7/1/00

FILED
00 JUN 26 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MINUTES OF THE SPECIAL MEETING OF SHAREHOLDERS OF

Imagecraft Designs Inc.

The special meeting of shareholders of the corporation was held at Port Orange FL on June 16, 2000 at 2:00 P.M..

The following shareholders were present: Jon Corhern and Paige Volkmann, a majority of shareholders and a quorum.

Jon Corhern was elected chairman of the meeting, and Paige Volkmann was elected secretary of the meeting.

The chairman then stated the meeting was called for the purpose of proposing that the corporation amend Article VIII of it's "Articles of Incorporation" to read:

ARTICLE VIII = DIRECTORS "The corporation shall have no directors."

Add Article XII MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the majority of shareholders of this corporation. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

THE PROPOSED CHANGE WOULD BE EFFECTIVE ON JULY 1, 2000.

A vote was taken which showed 100% shares in favor.

0% shares opposed.

The chairman thereupon declared that the motion or action

described had been duly approved. There being no further business, upon motion, the meeting adjourned.

x Paige J. Volkmann
Paige Volkmann - Secretary