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To:

Division of Corporations

Fax Number : (850)205-0380

From:

Account Name : ACE INDUSTRIES, INC.

Account Number: 070744001530 Phone: (305)358-2571

Fax Number : (305)358-7832

02 JUL -8 PH 1: 22
SECRETARY OF STATE
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BASIC AMENDMENT

QUIZNOZ OF SOUTH BEACH, INC.

| Certificate of Status | 0 |
|-----------------------|---------|
| Certified Copy | 1 |
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7/8/02 (2)

HO2-162493

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

QUIZNOZ OF SOUTH BEACH, INC.

(Present Name of Corporation)

ON THE STATE OF TH Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts following articles of amendments to it's articles of incorporation:

FIRST: Amendment(s) adopted: Indicate article number(s) being amended, added or deleted. 4. CHANGE P. TO: MICHAEL DURDUNJI, 2750 NE 183 ST. #1102, AVENTURA, FL 33160 ADD VP: EHAB ALBARADI, 500 THREE ISLANDS BLVD. #323, HALLANDALE, FL 33009 ADD S: RAMI ALHENAIDI, 510-24 AVE. N. #502, LAKE WORTH, FL 33480

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 07/08/02

FOURTH: Adoption of Amendment(s) (CHECK ONE)

| X | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. |
|---|---|
| | The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): "The number of votes cast for the amendment(s) was/were sufficient for approval by "(Voting group) |
| | The amendment(s) was/were adopted by board of directors without shareholder action and shareholder action was not required. |
| | The amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required. |
| | |

SIGNED THIS 8TH DAY OF JULY, 2002.

SIGNATURE:

(By the Chairman or Vice Chairman of the Board of Directors, President, Incorporator, Director, Registered Agent or other officer if adopted by the shareholders.)

TYPED OR PRINTED NAME: EHAB ALBARADI

TITLE: PRESIDENT

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Prepared by Ace Industries, 54 NW 11th ST., MIAMI, Fi 33136 (305) 358-2571.