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From: Account Name : ACE INDUSTRIES, INC.  
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**BASIC AMENDMENT**

**QUIZNOZ OF SOUTH BEACH, INC.**

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HO2-199313

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF**

**QUIZNOZ OF SOUTH BEACH, INC.**  
(Present Name of Corporation)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

**FIRST:** Amendment(s) adopted: Indicate article number(s) being amended, added or deleted.

**1. CHANGE NAME OF CORP. TO: Q OF SOUTH BEACH, INC.**

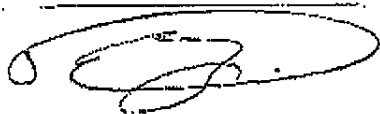
**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: **09/17/02**

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

- ☒ 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 17<sup>TH</sup> DAY SEPTEMBER OF , 2002.



(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: MICHAEL DURDUNJI**  
**TITLE: PRESIDENT**  
**HO2-199313**