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Account Name : ACE INDUSTRIES, INC.

Account Number : 070744001530 Phone

: (305)358-2571

Fax Number

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BASIC AMENDMENT

Q OF SOUTH BEACH, INC.

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7/21/2004

HO4-150562

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Q 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.
ARTICLE 3: REGISTERED AGENT SHALL BE CHANGED TO MICHAEL DURDUNJI, 2750 NE 183 ST. # 1102, AVENTURA, FLORIDA 33160.
ARTICLE 4: DELETE VICE PRESIDENT EHAB ALBARADI, 500 THREE ISLANDS BLVD., HALLANDALE FL 33009

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 amendments adoption: 07/21/2804

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.

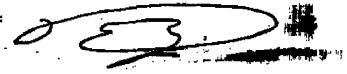
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): AThe number of votes cast for the amendment(s) was/were sufficient for approval by

A. (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 21DAY OFJULY, 2004. 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: MICHAEL DUROUNJI TITLE: PRESIDENT

HO4-150562

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

