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QFR ENTERPRISES, INC.

734 Acosta Street Jacksonville, FL 32204

October 11, 2003

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

Re:

QFR ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed for filing are Articles of Amendment to the Articles of Incorporation for the above-referenced corporation.

Also enclosed is a check made payable to the Secretary of State in the amount of \$35.00 representing the fee for filing for same.

Sincerely yours,

Valentin Kovalenko

VK/lh Enclosures

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF QFR ENTERPRISES, INC.

The undersigned, being the President of corporation, hereby submits the following Articles of Amendment to its Articles of Incorporation, pursuant to the provisions of the Florida Business Corporation Act:

- 1. The name of the corporation is: QFR ENTERPRISES, INC.
- 2. Article VII of the corporation's Articles of Incorporation is hereby amended in its entirety to read as follows:

Article VII. OFFICERS/DIRECTORS. The names, addresses and titles of the officers of the corporation are:

Valentin Kovalenko 2863 Seville Street Jacksonville, FL 32207 President

Vitaly Kovalenko 734 Acosta Street Jacksonville, FL 32204 Vice President

- 3. The date of the amendment's adoption is as of October 10, 2003.
- 4. The amendment was unanimously adopted by the sole director and shareholder of the corporation.

IN WITNESS WHEREOF, the undersigned President has signed these Articles of Amendment as of the 10^{th} day of October, 2003.

QFR ENTERPRISES, INC.

Valentin Kovalenko, Its President