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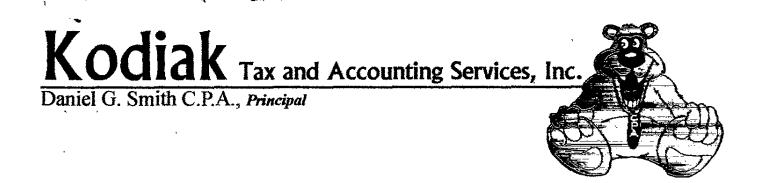


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04 JAN -7 AMII: 39
SECRETARY OF STATE
TALLAHASSEE, FLORID

1110104 Amers



November 10, 2003

Division of Corporations PO Box 6327 Tallahassee FL 32314

Re: Ref # P03000044135, Dempsey's Quality Improvements

To Whom It May Concern:

We are submitting this amendment to the above mention client's articles of Incorporation. This Amendment is to remove an officer from the official listing. The Corporation elected not to replace this officer.

Please be advised that the signatory of this amendment, Mr. Daniel Dempsey, is a 50% shareholder in this corporation, a director, and president. The other shareholder in this corporation has agreed to this amendment, therefore making a vote of the shareholders unanimous. Accordingly, his signature on the enclosed amendment reflects all of the above facts.

If you have any additional questions, please feel free to call.

Daniel G. Smith C.P.A.

Sincerely yours

Dgs/encls

FILED
04 JAN - 7 AM II: 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

| | DEMPSEY'S QUALITY IMPROVEMENTS, INC. | _ | |
|----------|--|---|--|
| - 16.4 7 | (Present Name) | | |
| | | | |
| | P03000044135 | | |
| | (Document Number of Corporation (If known) | | |

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted) ARTICLE VII -AMENDED:

PURSUANT TO THE RESIGNATION (TERMINATION) OF THE PERSON LISTED BELOW, THE CORPORATION HAS RESCINDED THE ELECTION TO OFFICE OF VICE PRESIDENT.

MATTHEW JOHN PAUL JR 43 BRICE LANE PALM COAST FL 32137

THE CORPORATION DID NOT REPLACE THIS OFFICE OR OFFICER. ACCORDINGLY, THE CORPORATE OFFICERS (& DIRECTORS) REVERT BACK TO THE ORIGINAL OFFICER/DIRECTOR LISTING.

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: T | he date of each amendment's adoption: NOVEMBER 1, 2003 . | | | | |
|---|---|--|--|--|--|
| 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 the board of directors without shareholder action and shareholder action was not required. | | | | |
| □. | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. | | | | |
| | Signed this 10 day of NOVEMBER , 2003 . | | | | |
| | Signature: (By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.) | | | | |
| | DANIEL M DEMPSEY | | | | |
| (Typed or printed name of person signing) | | | | | |
| | SHHOLDER, DIRECTOR, & PRESIDENT (Title of person signing) | | | | |
| | | | | | |

FILING FEE: \$35