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BASIC AMENDMENT

QUALITY RESTAURANT VENTURES CORP.

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Jan. 6. 2004 4:02PM

ULTIMATE FRANCHISING SYSTEMS INC

No.3891 P. 2/2

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
QUALITY RESTAURANT VENTURES CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Quality Restaurant Ventures Corp. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida bearing Document P03000148744 does hereby certify:

The following Amendment to the Articles of Incorporation was adopted by the written consent of the Corporation's Directors on January 5, 2004. The Amendment was approved by a majority of the holders of shares of voting capital stock entitled to vote thereon by written consent of a majority of the Corporation's shareholders on January 5, 2004, and approved by holders having no less than the minimum number of votes necessary to authorize or take such action in a manner prescribed by Florida Business Corporation Chapters 607 0704 and 607 1003, Florida Statutes.

FIRST: Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

"ARTICLE I
CORPORATE NAME

"The name of the Corporation is QRVC Corp."

SECOND: I hereby certify that the preceding was adopted by a majority vote of the shareholders and unanimous vote of the directors of the Corporation on January 5, 2004, and that the number of votes cast was sufficient for approval

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation on January 5, 2004


Daniel R. Patterson, President

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