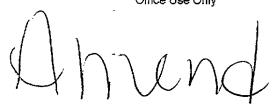
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATON

Q-Digital Home & Auto Sound, Inc. P05000068211

Pursuant to the provision of section 607-1006, Florida Statues, 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.

ADD:

Patricio Mendez

V-President

50 Shares @ \$1.00

OSAILS IN SISS

per share

249 Coral Wood Court Kissimmee, FL 34743

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

CHANGE:

THIRD:

The date of the amendment(s) adoption:

August 29, 2005

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.

day of Agust

_Signature:

izuman or Vice Chairman of the Board of Director, President or

wher officer adopted by the shareholders)

Name:

Julian Guerra

Title:

President

Belair Services, Inc. 1631 E. Vine St., Ste H Kissimmee, FL 34743 (407) 944-9262