

P920000000171

QUALITY FINANCIAL SERVICES INC
3945 NOVA ROAD
PORT ORANGE FL 32127

(City/State/Zip/Phone #)

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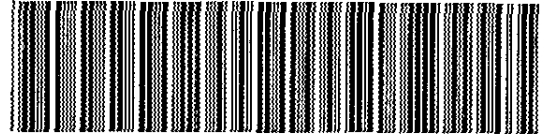
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended.
JPM
9/23/03

September 3, 2003

To Whom It May Concern:

If there are any questions concerning the filing this amendment
to these Articles of Incorporation, please feel free to contact
Mr. David Strong at 386-761-7855.

The signature below authorizes you to act upon his direction in this matter.


JOHNNY SPENCER - President

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SPENCER ROOFING INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to it's articles of incorporation.

FIRST: Amendment adopted: Article XII being amended to read as follows.

ARTICLE XII = OFFICERS

The officers will be as follows as of September 3, 2003:

President, Vice President, Secretary and Treasurer:

Johnny Spencer
20824 NETTLETON STREET ORLANDO FL 32833

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TALLAHASSEE, FLORIDA

The above amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval. A copy of voting results is attached.

Signed September 3, 2003

Signature


JOHNNY SPENCER - President

MINUTES OF THE SPECIAL MEETING OF SHAREHOLDERS OF

SPENCER ROOFING INC.

The special meeting of shareholders of the corporation was held at:

20824 NETTLETON STREET ORLANDO FL 32833

On September 3, 2003 the following shareholder was present, Johnny Spencer being a majority of the shareholders and a quorum. Johnny Spencer was elected Chairman of the meeting, and Johnny Spencer was elected Secretary of the meeting.

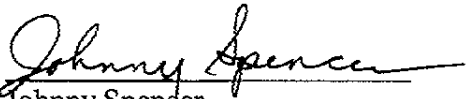
The Chairman stated the meeting was called for the purpose of making Johnny Spencer the President, Vice Pres., Secretary and Treasurer of the corporation. Also the 45 shares of company stock belonging to his son will transferred to Johnny Spencer the father giving him all 100 shares of the company stock as of September 1st 2003

A vote was taken which showed 100 % shares in favor.

0 % shares opposed.

The chairman thereupon declared that the motion or action described had been duly approved.

There being no further business, upon motion, the meeting adjourned.


Johnny Spender
Chairman