

P94000 008521

July 31, 2002

QUALITY FINANCIAL SERVICES INC
3945 S. Nova Road
Port Orange FL 32127

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.

700007167157--5
-08/16/02--01045--016
*****35.00 *****35.00

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

Anthony A. Affronti
ANTHONY A. AFFRONTI - President

FILED
02 AUG 16 PM 3:08
TALLAHASSEE, FLORIDA

PS 8/21/02
Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

A & E FOODS, INC.

FILED

02 AUG 16 PM 3:08

CLERK OF STATE
TALLAHASSEE, FLORIDA

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 August 1st 2002:

President – David Strong, 216 Commonwealth Blvd, Port Orange, FL 32127

Vice President – Anthony A Affronti Sr., 323 Marina View Lane, Webster, NY 14580

Secretary and Treasurer – Mary A Affronti, 323 Marina View Lane, Webster NY 14580

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 July 31, 2002

Signature


ANTHONY A AFFRONTI - President