

JUL 19 2004 12:43

ALAN S. GASSMAN, P.A.

JUL 19 2004 12:01

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Florida Department of State  
Division of Corporations  
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**BASIC AMENDMENT**

**AMERIQUEST GROUP, INC.**

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**ARTICLES OF AMENDMENT OF**  
**AMERIQUEST GROUP, INC.**

THE UNDERSIGNED, ALAN S. GASSMAN, being the Vice President and Assistant Secretary, of AMERIQUEST GROUP, INC., does hereby certify that the following Amendment to the Articles of Incorporation of AMERIQUEST GROUP, INC. was approved by the Stockholders of said Corporation on the 19<sup>th</sup> day of July, 2004, at a duly called meeting of the Stockholders and Directors of the Corporation.

The Articles of Incorporation of AMERIQUEST GROUP, INC. are hereby amended as follows:

1. Article I is hereby deleted and the following is inserted in lieu thereof:

**ARTICLE I**

1. The name of the Corporation shall be ZOOPEX, INC.
2. All amendments included herein were adopted July 19, 2004 pursuant to Section 607.1006, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.
3. This Amendment has been approved by unanimous consent of all of the Shareholders of the Corporation who are entitled to vote the 19<sup>th</sup> day of July, 2004.

Alan S. Gassman, Esquire  
1245 Court Street, Suite 102  
Clearwater, FL 33756  
(727)442-1200  
Florida Bar #371750

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4. This Amendment shall be effective upon its filing with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 19<sup>th</sup> day of July, 2004.

AMERIQUEST GROUP, INC.

By: *ASG*

ALAN S. GASSMAN

Its: Vice President

ATTEST:

*ASG*  
ALAN S. GASSMAN

Its: Assistant Secretary

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

ON THIS 19<sup>th</sup> day of July, 2004, before me, Ellen M. Tischio (name of notary) the undersigned notary, personally appeared ALAN S. GASSMAN, known to me, or who produced \_\_\_\_\_ as identification, and who did take an oath, to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

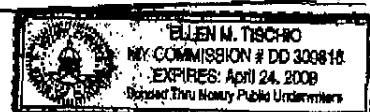
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

*Ellen M. Tischio*  
Notary Public

My Commission Expires:

J:\AD\Devant\Name Change\Articles of Amendment.1.wpd  
jag 7-19-04

ARTICLES OF AMENDMENT



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