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Amend.

V SHEPARD JUN 10 2003

Reinhard G. Stephan

Attorney At Law

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2699 Lee Road
Suite 540
Winter Park, Florida 32789

June 3, 2003

Via Overnight Mail

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Amendment to Articles of Incorporation of QN Holdings Corporation

Dear Sir/Madam:

Enclosed for filing please find an Amendment of Articles of Incorporation of QN Holdings Corporation. Enclosed is a check for the corresponding fee. Thank you.

If you have any questions, I can be reached at (407) 629-8870. Thank you

Sincerely,


Jacqueline S. Rendo

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Q.N. HOLDINGS CORPORATION**

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Pursuant to the provisions of section 607.1006, Florida Statutes, the Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

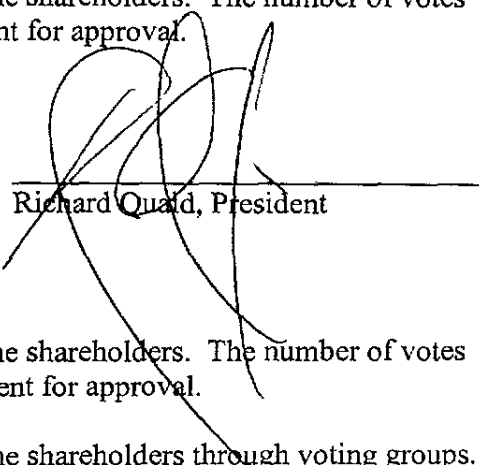
FIRST: **ARTICLE VI - INITIAL DIRECTORS AND OFFICERS** is hereby amended:

Deleting Antoinette Nicoletti as Treasurer and Director and adding Richard Quaid as Treasurer.

SECOND: This amendment is hereby adopted this 3rd day of April, 2003.

THIRD: This amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 3rd day of April, 2003



Richard Quaid, President

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was /were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The number of votes cast for the amendment(s) was/were sufficient for approval by _____
Voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

The date of the amendment's adoption was: April 3, 2003.