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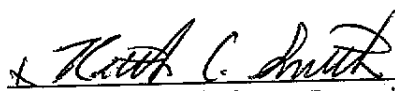
August 3, 1999

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. James Strong at 904-761-7855.

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

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-08/12/99-01079-009
*****35.00 *****35.00


Keith C Smith - President

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

FILED
99 AUG 12 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
8/19

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Keith C Smith's Furniture 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 I being amended to read as follows.

ARTICLE I = NAME

The name of the Corporation shall be "The Futon Source Inc."

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 this 3rd day of August, 1999.

Signature Keith C. Smith
Keith C Smith - President

FILED
99 AUG 12 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MINUTES OF THE SPECIAL MEETING OF SHAREHOLDERS

OF

Keith C Smith Furniture Inc.

The special meeting of shareholders of the corporation was held at Daytona Beach FL on August 3, 1999 at 2:00 P.M.

The following shareholders were present: Keith C Smith being a majority of the shareholders and a quorum.

Keith C Smith was elected chairman of the meeting, and James Strong was elected secretary of the meeting.

The chairman then stated the meeting was called for the purpose of proposing that the corporation amend "Article I of it's "Articles of Incorporation" to read:

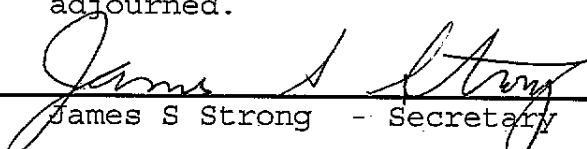
ARTICLE I = NAME "The Futon Source Inc."

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.


James S Strong - Secretary