

P97 0000951363

Requestor's Name

FROM: LEONARD/CARROLL & ASSOCIATES, INC.
3901-A NW 77TH AVE.
MIAMI, FL. 33166

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*****35.00 *****35.00

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| NEW FILINGS | |
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| | Profit |
| | NonProfit |
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| | Domestication |
| | Other |

| AMENDMENTS | |
|------------|--|
| | Amendment |
| | Resignation of R.A., Officer/ Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| OTHER FILINGS | |
|---------------|------------------|
| | Annual Report |
| | Fictitious Name |
| | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| | Foreign |
| | Limited Partnership |
| | Reinstatement |
| | Trademark |
| | Other |

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98 MAR -5 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
P97
3/6



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1998

LEONARD/CARROLL & ASSOCIATES, INC.
3901-A 77TH AVENUE
MIAMI, FL 33166

SUBJECT: SPECIAL EXPEDITIONS PRODUCTIONS INC.
Ref. Number: P97000051363

We have received your document for SPECIAL EXPEDITIONS PRODUCTIONS INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 798A00010037

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ABRAMS AND SACHS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SPECIAL EXPEDITIONS PRODUCTIONS, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The following amendment of the Articles of Incorporation was adopted by the corporation:

Strike out all of ARTICLE I thereof which now reads as follows:

"The name of this corporation shall be Special Expeditions Productions, Inc."

and by inserting in lieu thereof a new Article I to read as follows:

"The name of this corporation shall be Quest Adventure Productions Inc."

SECOND: The amendment was adopted by the Board of Directors on the day of Jan 2 1998.

THIRD: The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Dated: 3/2/ 1998.

Quest Adventure Productions Inc.

by: Leonard Bendell President / Director

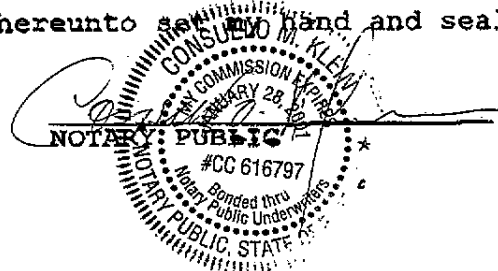
by: Christiana Carroll Secretary / Director



STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared Leonard Bendell, the President and Christiana Carroll, Secretary of the corporation, to me well known to be the persons who executed the foregoing Articles of Amendment to Articles of Incorporation and acknowledged before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of , 1998.



PAGE 01
FILED
MAR -5 AM 8:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RESOLUTION
BY
BOARD OF DIRECTORS
TO
AMEND ARTICLES OF INCORPORATION
OF
SPECIAL EXPEDITIONS PRODUCTIONS, INC.

IT IS RESOLVED AS FOLLOWS:

1. This Board has recommended that the Articles of Incorporation be amended to change the name of the corporation from Special Expeditions, Productions, Inc. to Quest, Productions, Inc. by striking out all of Article I of the Articles of Incorporation which now reads as follows:

"The name of this corporation shall be Special Expeditions Productions Inc." and inserting in lieu thereof:

"The name of this corporation shall be Quest Adventure Productions Inc."


Christiana Carroll, Director


Leonard Bendell, Director


Chie-Kyoung Hoban, Director