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October 19, 1999

Florida Department of State
Amendments Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL. 32399

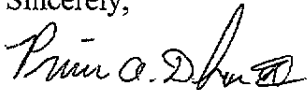
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Re: Cherokee Prime Meats, Inc.

Dear Sir/Madam.

Enclosed please find an amendment to the Articles of Incorporation filed for Cherokee Prime Meats, Inc. Also enclosed, please find a check in the amount of \$35 to cover the costs of filing same.

Sincerely,



Prince A. Donahoe IV, Esq.
For the Firm.

FILED
99 OCT 20 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CHEROKEE PRIME MEATS, INC.**

The undersigned, having been duly elected Officers and Directors of Service, Service II, Inc., do hereby file this their Amendment to Articles of Incorporation serving to amend and/or supplement their original Articles of Incorporation duly filed with the Secretary of State of Florida on July 21, 1997 and pursuant to same make the following amendments:

First:

AMENDMENT TO ARTICLE I

That Article I of the original Articles of Incorporation of Cherokee Prime Meats, Inc., is amended as follows to reflect the new name of the Corporation:

“The name of this corporation is Carpet Quest, Inc.”

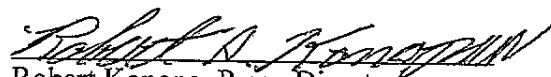
Second:

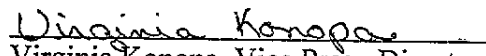
The date of the adoption of the above amendment is October 1, 1999.

Third:

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

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals at Marion County, Florida this 19 day of October, 1999.


Robert Konopa, Pres., Director


Virginia Konopa, Vice Pres., Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA