

Division of Corporations

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P9800003 8686

Florida Department of State

Division of Corporations

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Sandra B. Mortham, Secretary of State

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Division of Corporations

Fax Number : (850) 487-6897

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Phone : (813) 223-1188

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DIVISION OF CORPORATIONS

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BASIC AMENDMENT

QUALITY ADULT ENTERTAINMENT, INC.

Certificate of Status	0
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Page Count	01
Estimated Charge	\$35.00

NAME CHANGE
& AMENDMENT

11-5-98

DC

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DIVISION OF CORPORATIONS

BASIC AMENDMENT**QUALITY ADULT ENTERTAINMENT, INC.**

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 4, 1998

QUALITY ADULT ENTERTAINMENT, INC.
13577 US HIGHWAY 19 N.
CLEARWATER, FL 33764

SUBJECT: QUALITY ADULT ENTERTAINMENT, INC.
REF: P98000038686

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000020521
Letter Number: 098A00053794

Audit # H98000020521

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
Quality Adult Entertainment, Inc.

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

First Amendment:

ARTICLE I

Name and Address

The Name of this Corporation is:

Martin Wholesale Supply, Inc.

The mailing address and street address of the Corporation are:

PO Box 1208
Jensen Beach, FL 34958

Second Amendment:

ARTICLE VII

Board of Directors

This Corporation shall have Two director(s). The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one

(1). The name and address of the directors of this Corporation is:

Names and Address

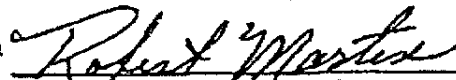
Robert Gerding Martin, President/Vice President
1831 Palm City Rd. Apt. C-201
Stuart, FL 34994

Robert Martin, Secretary/Treasurer
2132 Montana Ave. NE
St. Petersburg, FL 33703

The Adoption of Amendment(s) was/were adopted by the board of directors on 11/4/98 without shareholder action and shareholder action was not required.

Signed this 4 day of November 1998

Signature¹



Robert Martin, Director/Secretary/Treasurer

Audit # H98000020521

¹This form was prepared with the assistance of CourtAccess Centers of America, a non-lawyer located at 707 E Kennedy Blvd. Tampa, FL 33602. (813)-223-1188.

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