

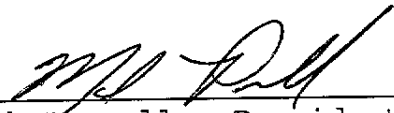
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June 15, 1999

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.


Mark Pernell - President

Quality Financial Services, Inc.
3945 South Nova Road
Port Orange, FL 32127

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FILED
99 JUN 24 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS JUN 25 1999

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
Leveltech Crane Service Inc.

FILED
99 JUN 24 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 III being amended to read as follows.

ARTICLE I = PURPOSE

This corporation is organized for transacting all lawful business.

SECOND: Amendment adopted: Article V Officers/Directors

ARTICLE V = OFFICERS/DIRECTORS

This corporation shall have no directors.

THIRD: We are adding Article VIII to our "Articles of Incorporation"

ARTICLE VIII = MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the majority of shareholders of this corporation. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

The above amendment was approved by the shareholders. The number of votes for approval was unanimous. A copy of voting results is attached.

Signed this 29th day of JUNE 15, 1999

Signature


Mark Pernell - President

MINUTES OF THE SPECIAL MEETING OF SHAREHOLDERS

OF

Leveltech Crane Service Inc.

The special meeting of shareholders of the corporation was held at 3945 Nova Rd Port Orange FL 32127 on June 15, 1999 at 10:00 A.M.

The following shareholders were present: Mark & Deborah Pernell being a majority of the shareholders and a quorum.

Mark Pernell was elected chairman of the meeting,

and Deborah Pernell was elected secretary of the meeting.

The chairman then stated the meeting was called for the purpose of proposing that the corporation amend Articles III & V of the corporation to read "transacting all lawful business & the corporation shall have no directors respectively. It was proposed that article VIII be added to the effect that the corporation shall be managed by the shareholders.

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.

Deborah Pernell Deborah Pernell - Secretary