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FILED

00 AUG 23 AM 11:37

OFFICE OF STATE
TALLAHASSEE, FLORIDA

August 7, 2000

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. David Strong at 904-761-7855.

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

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Kris Anderson - President

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

AK
9-6-00
DMS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

00 AUG 23 AM 11:37

CLERK OF STATE
TALLAHASSEE, FLORIDA

Active Imagination Art Studios 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 adopted: Article I being amended to read as follows.

ARTICLE I = NAME

The name of the Corporation shall be "AIAS 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 6th day of April, 2000.

Signature



Kris Anderson - President

MINUTES OF THE SPECIAL MEETING OF SHAREHOLDERS
OF
Active Imagination Art Studios Inc.

The special meeting of shareholders of the corporation was held at 792 Creekwater Terrace #200 Lake Mary FL on August 7, 2000 at 2:00 P.M. The following shareholders were present: Kris Anderson and Derek Anderson, being a majority of the shareholders and a quorum. Derek Anderson was elected chairman of the meeting, and Kris Anderson 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:

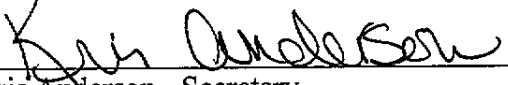
ARTICLE I = NAME "AIAS Inc."

THE PROPOSED CHANGE WOULD BE EFFECTIVE ON September 1st, 2000.

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.


Kris Anderson - Secretary
