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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: FILINGS, INC. ACCT#: 072720000101
CONTACT: TERESA ROMAN PHONE: (850)385-6735 FAX #: (850)561-1025

NAME: R & D INC AUDIT NUMBER......H98000007507 DOC TYPE..........BASIC AMENDMENT CERT. OF STATUS..0 PAGES....... 5 CERT. COPIES......0 DEL.METHOD.. FAX EST.CHARGE.. $35.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

R & D INC.

1. The name of the corporation is R & D INC. (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE I - NAME

The name of the corporation is C & E GIANT MOTORS, INC.

3. This Amendment was recommended by the board of directors to the Corporation's shareholders on April 20, 1998.

4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, R & D, INC. has caused these articles of Amendment to be executed on this 20th day of April, 1998.

R & D INC.

By: Richard May
Richard May, President

George A. Minski, Esq.
Fischer, Schulman & Minski
4651 Sheridan Street, Suite 325
Hollywood, FL 33021
(954) 963-2773
FBN: 0724726

H98000007507

NOTICE OF A SPECIAL MEETING OF THE SHAREHOLDERS OF R & D. INC.

I, the undersigned shareholder, of the above named corporation, hereby call for a Special Meeting of the Shareholders to be held on the date and on the time and place listed below for the purpose of changing the name of R & D. INC. to C & E GIANT MOTORS, INC.

Place of meeting: 4651 Sheridan Street, Suite 325
Hollywood, Florida 33021

Date of meeting: April 20, 1998

Time of meeting: 3:00 P.M.

Dated: April 20, 1998

Shareholder:

Richard May

RICHARD MAY, PRESIDENT

Richard May

RICHARD MAY, SECRETARY

ACTION TAKEN BY WRITTEN CONSENT OF SHAREHOLDERS OF

R & D INC.

I, the undersigned shareholder of R & D INC., a Florida corporation, being the holder of not less than one hundred per cent (100%) of the outstanding shares entitled to vote with respect to the subject matter thereof, and entitled to vote the number of shares set forth opposite his name below, hereby authorizes the following action taken without a meeting of shareholders:

1. Changing the name of R & D INC., to C & E GIANT MOTORS, INC.

RICHARD MAY 1000 Shares April 20, 1998
1750 Bay Road
Miami Beach, Florida 33139

NOTICE TO SHAREHOLDERS AS TO ACTION TAKEN AT SPECIAL MEETING

I, the undersigned shareholder of R & D. INC., a Florida corporation, being the holder of one hundred per cent (100%) of the outstanding shares of the corporation entitled to vote with respect to the subject matter thereof, and entitled to vote the number of shares set out opposite my name below, voting at a special meeting, April 20, 1998, takes the following described action:

1. Changing the name of R & D. INC., to C & E GIANT MOTORS, INC.

Executed by each of the undersigned on the date set forth opposite my name, below.

SHAREHOLDER/SIGNATURE	DATE OF EXECUTION	SHARES
Richard May RICHARD MAY 1750 Bay Road Miami Beach, FL 33139	April 20, 1998	1000

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS

The Board of Directors met pursuant to a call and notice of meeting and all directors being present in special meeting on April 20, 1998, at 4651 Sheridan Street, Suite 325, Hollywood, Florida 33021.

The meeting was called to order by the president and all answered present.

The secretary then presented the call. There being no objection, the notice was ordered entered into the minutes, and the same set forth as below.

The president then called the board's attention to the purposes for which the meeting was held:

1. Changing the name of R & D INC., to C & E GIANT MOTORS, INC.

The board unanimously voted to change the name of R & D INC., to C & E GIANT MOTORS, INC.

There being no further business, the meeting was adjourned.

Dated: April 20, 1998.

Richard May

RICHARD MAY, SECRETARY