

F23184

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BAYAMO USED AUTO PARTS, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

G. COULLIETTE JUN 0 1 1999

Examiner's Initials	
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BAYAMO USED AUTO PARTS, INC

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

FIRST: Amendment adopted:

ARTICLE VI: REGISTERED OFFICE AND REGISTERED AGENT

The address of registered office of this corporation is 2125 East 10 Ave Hialeah, Fl 33013. The name and address of the registered agent of this corporation is Caridad Palacios 120 Tamiami Canal Rd, Miami, Fl 33144.

ARTICLE VII: DIRECTORS

The number of the members of the Board of Directors of the corporation shall not be less than one person. The shareholders of the corporation and the shares to each one will be as follows:

		SHARES	
		Amount	%
CARIDAD PALACIOS	Director	30	50
120 TAMIAMI CANAL RD	President		
MIAMI, FL 33144			
ISABEL CONCEPCION	Director	30	50
274 NW 132 PL	Secretary		
MIAMI, FL 33182			

ARTICLE VIII: OFFICERS

The officers of the corporation shall be:

President: Caridad Palacios
Secretary: Isabel Concepcion

SECOND: This amendment is adopted on June 1st, 1999.

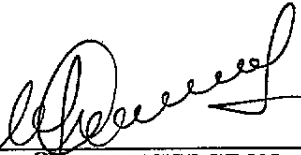
THIRD: The amendment was approved by the shareholders. The

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number of votes cast for the amendment was sufficient for approval.



CARIDAD PALACIOS
President/Director



ISABEL CONCEPCION
Secretary/Director

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

June 1st, 1999



Caridad Palacios