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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<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

COULLETTE OCT 19 2000

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
NOT RECORDED
TO ACHIEVE SUFFICIENCY OF FILING

00 OCT 19 AM 10:36

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BAYAMO USED AUTO PARTS, INC

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00 OCT 19 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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	%
RAFAEL YERAS	Director	60	100
274 NW 132 PL	President		
MIAMI, FL 33182	Secretary		

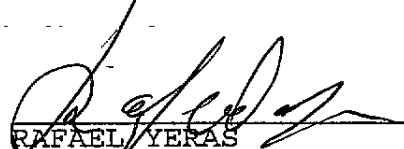
ARTICLE VIII: OFFICERS

The officers of the corporation shall be:

President: Rafael Yeras
Secretary: Rafael Yeras

SECOND: This amendment is adopted on October 17th, 2000.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.


RAFAEL YERAS
President/Secretary
Director