



G64173

ACCOUNT NO. : 072100000032
REFERENCE : Patricia P... 82866A
AUTHORIZATION :
COST LIMIT : \$ 35.00

ORDER DATE : March 23, 1998
ORDER TIME : 2:42 PM
ORDER NO. : 751579-005
CUSTOMER NO: 82866A

Amend

900002465699-4

CUSTOMER: Ms. Lee Tranford
Clark & Campbell, P.a.
Post Office Box 6559
4740 Cleveland Heights Blvd.
Lakeland, FL 33813

DOMESTIC AMENDMENT FILING

NAME: QUALITY STARTER AND
ALTERNATOR SERVICE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Leggett

EXAMINER'S INITIALS:

Document	<i>Row</i>
Updater	<i>Row</i>
CERTIFIED COPY	<i>Row</i>
PLAIN STAMPED COPY	<i>Row</i>
CERTIFICATE OF GOOD STANDING	<i>Row</i>
Acknowledgment	<i>Row</i>

FILED
98 MAR 23 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR 23 PM 3:30
DIVISION OF CORPORATION

AMENDMENT TO THE ARTICLES OF INCORPORATION
FOR QUALITY STARTER AND ALTERNATOR SERVICE, INC.

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of QUALITY STARTER AND ALTERNATOR SERVICE, INC., a Florida corporation, and the keeper of the records and corporate seal of said corporation. The following is a true and correct copy of Amendments to the Articles of Incorporation which were approved by the Board of Directors, proposed to the shareholders and approved at a shareholder meeting by a majority of the stockholders entitled to vote at said meeting, on the 2nd day of February 1998:

BE IT RESOLVED that the following Articles of Incorporation for Quality Starter and Alternator Service, Inc. have been amended to read as follows:

ARTICLE FIVE

The street address of the registered office of the corporation is 1840 South Combee Road, Lakeland, Florida 33801.

ARTICLE SIX

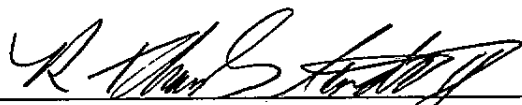
The name of the resident agent of the corporation is R. Thomas Standifer, II, 1840 South Combee Road, Lakeland, Florida 33801.

ARTICLE SEVEN

The number of directors constituting the Board of Directors is one. His name and address is R. Thomas Standifer, II, 1840 South Combee Road, Lakeland, Florida 33801.

EXECUTED by the undersigned as Secretary for Quality Starter and Alternator Service, Inc., a Florida corporation, in Lakeland, Florida, on this the 2nd day of February 1998.

QUALITY STARTER AND ALTERNATOR
SERVICES, INC., a Florida corporation


By: R. Thomas Standifer, II, its Secretary

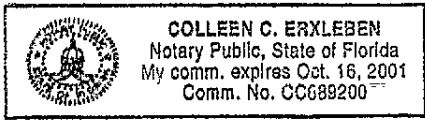
FILED
FEBRUARY 25 1998
TALLAHASSEE, FLORIDA
PM 3:49

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me personally, an officer duly authorized in the State and County aforesaid to take acknowledgments, by R. Thomas Standifer, II, the Secretary of Quality Starter and Alternator Service, Inc., a Florida corporation, to me personally known or known to me by evidence of identification of FL DRIVER LICENSE to be the person(s) described in and who executed the foregoing instrument and who did not take an oath.

Colleen C. Exleben
NOTARY PUBLIC

My Commission Expires:



AMENDMENT TO THE BYLAWS
FOR QUALITY STARTER AND ALTERNATOR SERVICE, INC.

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of QUALITY STARTER AND ALTERNATOR SERVICE, INC., a Florida corporation, and the keeper of the records and corporate seal of said corporation. The following is a true and correct copy of Amendments to the Bylaws which were adopted at a meeting of the Board of Directors of Quality Starter and Alternator Service, Inc., held in accordance with the Charter and Bylaws of said corporation, on the 2nd day of February, 1998:

BE IT RESOLVED that the following Bylaws for Quality Starter and Alternator Service, Inc. have been amended to read as follows:

ARTICLE I

The principal office of the Corporation shall be established and maintained at 1840 South Combee Road in the City of Lakeland, County of Polk, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

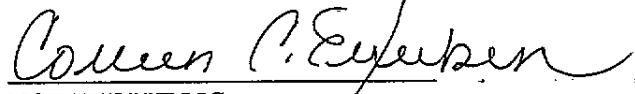
EXECUTED by the undersigned as Secretary for Quality Starter and Alternator Service, Inc., a Florida corporation, in Lakeland, Florida, on this the 2nd day of February 1998.

QUALITY STARTER AND ALTERNATOR
SERVICES, INC., a Florida corporation

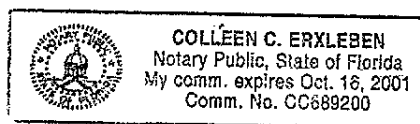

By: R. Thomas Standifer, II, its Secretary

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me personally, an officer duly authorized in the State and County aforesaid to take acknowledgments, by R. Thomas Standifer, II, the Secretary of Quality Starter and Alternator Service, Inc., a Florida corporation, to me personally known or known to me by evidence of identification of FLA DRIVERS License to be the person(s) described in and who executed the foregoing instrument and who did not take an oath.


NOTARY PUBLIC

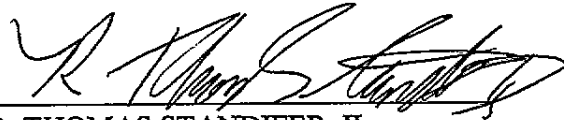
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

That QUALITY STARTER AND ALTERNATOR SERVICE, INC., organized under the laws
of the State of Florida, with its principal office, as indicated in the Amendment to the Articles of
Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named R. Thomas
Standifer, II, located at 1840 South Combee Road, Lakeland, Florida 33801, Polk County, Florida, as
its agent to accept service of process within this state.



R. THOMAS STANDIFER, II,
President, Quality Starter and Alternator
Service, Inc.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place
designated in this certificate, I hereby accept to act in this capacity and agree to comply with the
provision of said act relative to keeping open said office. I am familiar with and accept the obligations
of Florida Statutes § 607.0505, a copy of which has been received on this 2nd day of
February, 1998.



R. THOMAS STANDIFER, II
Registered Agent

STOCK POWER

FOR VALUE RECEIVED, FRED E. LOBOSCHEFSKI, SR., hereby sells, assigns and transfers unto TOM STANDIFER, 60 shares of stock represented by Certificate No. 1, of Quality Starter and Alternator Service, Inc., a Florida corporation, and does hereby irrevocably constitute and appoint Tom Standifer to transfer the said stock on the books of Quality Starter and Alternator Service, Inc.

DATED effective this 1st day of April, 1997.

In the presence of:

Alan P. Loboschewski
Print: ALAN D. LOBOSCHEFSKI

Fred E. Loboschewski Sr.
Fred E. Loboschewski, Sr.

Fred E. Loboschewski Sr.
Print: Fred E. Loboschewski Sr.

CONSENT RESOLUTION OF THE SOLE DIRECTOR AND
SOLE SHAREHOLDER OF
QUALITY STARTER AND ALTERNATOR SERVICE, INC.

The undersigned, being the sole director and sole shareholder of Quality Starter and Alternator Service, Inc., hereby consents to the following actions by the corporation:

BE IT RESOLVED that the following changes were made to the Bylaws of the Corporation by the Board of Directors:

Article I

The principal office of the Corporation shall be established and maintained at 1840 South Combee Road in the City of Lakeland, County of Polk, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

BE IT FURTHER RESOLVED that the Registered Agent and the office of the Registered Agent are changed from Alan D. Lobschefski at 23380 Janice Avenue, Unit 1, Charlotte Harbor, Florida 33980 to R. Thomas Standifer, II at 1840 South Combee Road, Lakeland, Florida 33801.

BE IT FURTHER RESOLVED that the following were duly nominated and elected as officers of the Corporation:


R. Thomas Standifer, II- President
R. Thomas Standifer, II- Secretary

BE IT FURTHER RESOLVED that the Corporation approves the sale of the building described in the attached exhibit to be purchased by R. Thomas Standifer, II in the amount of \$130,000.

BE IT FURTHER RESOLVED that the Corporation hereby agrees to pay off the existing loans held by SouthTrust Bank, National Association in the amount of \$104,978.73. The Corporation directs that the amount for the loans be paid with the proceeds of the sale of the building described in the attached exhibit.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary and have caused the corporate seal of the Corporation to be hereunto affixed, this 2nd day of February, 1998.

QUALITY STARTER AND ALTERNATOR
SERVICES, INC., a Florida corporation

By: 
R. Thomas Standifer, II, its Sole Shareholder
and Sole Director

(SEAL)

CONSENT RESOLUTION


The undersigned, being the sole shareholder of Quality Starter and Alternator Service, Inc., hereby consents to the following actions by the corporation:

RESOLVED, that R. Thomas Standifer, II, is elected as the sole director of Quality Starter and Alternator Service, Inc., effective April 1, 1997.

FURTHER RESOLVED, that the election of R. Thomas Standifer, II, as sole director for Quality Starter and Alternator Service, Inc. has been reflected on the 1997 Corporate Annual Report.

Dated this 2nd day of February, 1998.

QUALITY STARTER AND ALTERNATOR
SERVICE, INC., a Florida corporation


By: R. Thomas Standifer, II, its Sole
Shareholder