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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE, INC.

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(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

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

1. 79TH STREET AUTO SALE, INC.

(Corporation Name)

(Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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Certificate of Status

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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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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*****35.00 *****35.00

G. COULLETTE MAR 27 2000

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
79TH STREET AUTO SALE, INC
(present name)

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

FIRST: Amendments(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 7: OFFICERS WILL NOW READ AS FOLLOWS:

PRESIDENT: Lizette Valdes Dayoub
991 W. 36th Street
Hialeah, FL 33012

VICE-PRESIDENT: Carlos Valdes JR
991 W. 36th Street
Hialeah, FL 33012

SECRETARY: Lizette Valdes
991 W. 36th Street
Hialeah, FL 33012

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ARTICLE 8: NUMBER OF SHARES WILL NOW READ AS FOLLOWS:

Lizette Valdes . 50%

Carlos Valdes JR 50%

ARTICLE 13: REGISTERED AGENT WILL NOW READ AS FOLLOWS:

Carlos Valdes .
472 NW 79th Street
Miami, FL 33150

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: Wednesday, January 12, 2000

FORTH: Adoption of Amendment(s) (check one)

The amendment(s) were approved by the shareholder. The number of votes cast for the Amendment(s) were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

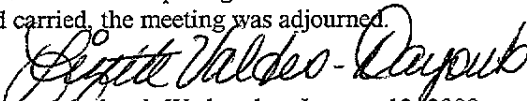
“ The number of votes cast for the amendment(s) was/were sufficient for approval by.

_____ “
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

There being no further business requiring shareholder's action or consideration, and upon motion duly made, seconded and carried, the meeting was adjourned.


Signed & dated: Wednesday, January 12, 2000.

PRESIDENT: Lizette Valdes