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OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

FILED
2002 APR 24 PM 12:49
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

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

1. BELL AUTO SALES INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in Pick up time 2.00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

RECEIVED
02 APR 24 AM 11:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

C. Coulliste APR 24 2002

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-04/24/02--01065--019
*****35.00 *****35.00

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BELL AUTO SALES INC.
(Present name)

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

ARTICLE 6: The new mailing, street address of the Office and name of Registered Agent shall be:

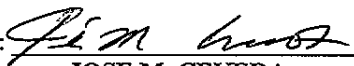
New Mailing & Business Address

17801 S DIXIE HIGH WAY
MIAMI, FL 33157

New Registered Agent

JOSE M. CEVERA
12541 SW 204 STREET
MIAMI, FL 33177

Having been named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.

By: 
JOSE M. CEVERA
Registered Agent

ARTICLE 6: CHANGE OF DIRECTORS

(ADD) FRANCISCO J. PADRON as VICE/ SEC.
950 JEFFERSON AVE,
MIAMI BEACH, FL 33139

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

ARTICLE 10: WILL READ AS FOLLOW:
JOSE M. CERVERA will have 50% of the shares
FRANCISCO J. PADRON will have 50% of the shares

THIRD: The date of each amendment's adoption: 04/22/02

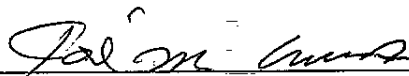
FOURTH: Adoption of Amendment(s) (check one):

- The amendment(s) was/were adopted by the incorporates without shareholder action and shareholder action was not required.
- 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 approved by the shareholders. The number of votes cast for the amendment(s) was/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 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)

Signed this 22TH day of April 2002.

Signature 
(By the Chairman of the Board of Directors, President or other officer if adopted by the shareholder's)

OR

(By a director if adopted by the directors)

OR

(By an incorporated if adopted by the incorporates)

JOSE M. CERVERA
Typed or printed name

PRESIDENT/INCORPORATOR/DIRECTOR
Title