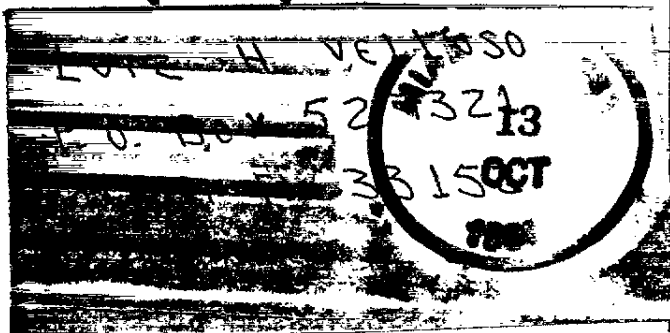


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 -10/16/98--01039--004  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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

1. \_\_\_\_\_  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

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 -10/16/98--01039--005  
 \*\*\*\*\*8.75 \*\*\*\*\*8.75

- Walk in       Pick up time \_\_\_\_\_  
 Mail out       Will wait       Photocopy  
 Certified Copy  
 Certificate of Status

98 DEC -4 AM 9:41  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
**FILED**

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 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

*P98000068384*  
*4/98*  
*Amend*  
*\*Cred Corp*  
*12-4-98*

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 21, 1998

LUIZ HUMBERTO VELLOSO  
P.O. BOX 527321  
MIAMI, FL 33153

SUBJECT: VELL AUTO SUPPLY, INC.  
Ref. Number: P98000068384

We have received your document for VELL AUTO SUPPLY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please specify which article number you are amending, adding, or deleting.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 698A00051966

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

VELL AUTO SUPPLY, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)

~~300. AMEND PROFIT CORP.~~

ARTICLE VI (6) ADDED

NAME - LUIZ H. VELLOSO  
ADDRESS - 8240 NW 10 St. #3  
MIAMI - FL - 33126  
TITLE - PRESIDENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC -4 AM 9:41

FILED

**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: 10-13-98

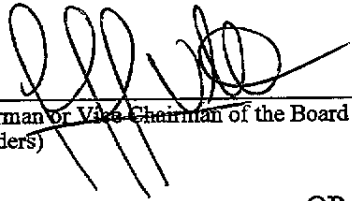
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 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.

Signed this 13 day of OCTOBER, 19 98

Signature   
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

LUIZ HUMBERTO VELLOSO  
Typed or printed name

PRESIDENT  
Title