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LAQUIDARA EDWARDS COHEN & JACOBS, P.A.

ATTORNEYS & COUNSELORS AT LAW

THE GREENLEAF BUILDING, TWELFTH FLOOR  
200 NORTH LAURA STREET  
JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 633-7979  
FACSIMILE (904) 633-9026

July 14, 1998

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

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-07/16/98--01041--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Arrow Automotive, Inc.

Dear Sir or Madame:

Enclosed for filing are Articles of Amendment for Arrow Automotive, Inc., a Florida corporation, together with our check in the amount of \$35.00 for filing fees of such enclosure.

Please call me at (904) 633-8010 if you have any questions regarding this filing request.

DAVID COHEN GIVE  
AUTHORIZATION BY PHONE TO  
CORRECT ADD SIGNATURE  
DATE 7-21  
BY DCG

Very truly yours,

David Cohen  
David Cohen

FILED  
98 JUL 16 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AM  
ARROW  
7/21

ARTICLES OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION  
OF  
ARROW AUTOMOTIVE, INC.

FILED  
98 JUL 16 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, ARROW AUTOMOTIVE, INC., a corporation organized under the laws of the State of Florida (the "Corporation"), hereby adopts the following amendments to its Articles of Incorporation.

FIRST, the name of the Corporation is ARROW AUTOMOTIVE, INC., the original Certificate of Incorporation of which was filed with the Florida Department of State on or about January 16, 1974.

SECOND, the current Certificate of Incorporation is hereby amended by amending and restating ARTICLE III in its entirety as follows:

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding is 2,500 shares of common stock, \$2.00 par value per share. At all elections of directors, each holder of common stock is entitled to as many votes as equals the number of his shares of stock multiplied by the number of directors to be elected and he may cast all of such vote for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

THIRD, pursuant to the resolutions of the Board of Directors of the Corporation, adopted by them and approved by the sole shareholder of the corporation on December 31, 1997, each outstanding share of common stock (par value \$1.00) on the date of adoption of the foregoing amendment by the sole shareholder was deemed immediately exchanged for one-half of one share of common stock of the Corporation (\$2.00 par value). Upon surrender for cancellation of the common stock of the Corporation outstanding on such date, officers of the Corporation are directed by the Board to issue new certificates representing the appropriate number of new shares of common stock of the Corporation.

FOURTH, the date of adoption of the amendments to the Certificate of Incorporation of the Corporation was December 31, 1997, on which date the within amendments were unanimously approved by all of the shareholders and all of the directors of the Corporation at a meeting attended by all of the directors and shareholders without objection. Said amendments were approved by the requisite number of shareholders of the Corporation.

ARROW AUTOMOTIVE, INC.

By: Bruce Warschhoff  
President BRUCE WARSCHOFF

By: Anita Warschhoff  
Secretary ANITA WARSCHOFF