

DENNIS S. LEFKOWITZ

ATTORNEY AT LAW

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506834

April 10, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/13/00--01076--005
*****35.00 *****35.00

Dear Sir:

Enclosed, please find one original and two copies of Articles of Amendment to the Articles of Incorporation of J & C Business Enterprises, Inc., a Florida corporation incorporated on July 7, 1976 and assigned document number 506834, and a Corporate Resolution Changing the Name and Address of the Registered Agent.

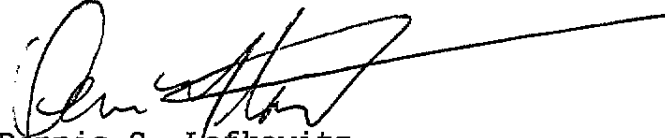
Also, please find copies of the Waiver of Notice and of the minutes of the Special Meetings of the corporation which authorized these actions.

A check in the amount of \$35.00, which covers the various costs and fees for filing, is also attached.

Upon filing, please send a copy of the Amendment To The Articles of Incorporation and Corporate Resolution Changing the Name and Address of the Registered Agent to me showing the date and time of filing.

Should you have any questions, please do not hesitate contact me.

Sincerely,


Dennis S. Lefkowitz

DSL:tc
encl. (4)

FILED
00 APR 13 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend NC

T. LEWIS APR 20 2000

FILED
00 APR 13 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO THE ARTICLES OF INCORPORATION OF J & C BUSINESS ENTERPRISES, INC., AND CORPORATE RESOLUTION CHANGING THE NAME AND ADDRESS OF THE REGISTERED AGENT OF J & C BUSINESS ENTERPRISES, INC.

1. AMENDMENT TO THE ARTICLES OF INCORPORATION OF J & C BUSINESS ENTERPRISES, INC.

Pursuant to Sections 607.1001 and 607.1003, Florida Statutes, and following the procedure established by Section 607.1006, Florida Statutes, J & C BUSINESS ENTERPRISES, INC., a Florida corporation formed on JULY 7, 1976 and assigned document number 506834, hereby adopts, by unanimous written statement, after the giving of proper notice, signed by all members of the corporation's board of directors and by all of the shareholders of the corporation eligible to vote, the following amendment to it's Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is PARKWAY AUTO PARTS OF POMPANO BEACH, INC.

This amendment having been adopted by a written statement, after the receipt of proper notice, unanimously signed by all of the directors and all of the shareholders of J & C BUSINESS ENTERPRISES, INC., eligible to vote on February 10, 2000.

Corporate Directors:

xB William P. Ring President/Treasurer
WILLIAM P. RING, SR. Director

2/10/00
Date

XD Denise Hull Ring
DENISE HULL RING

Secretary/Director

2-10-00
Date

Corporate Stockholders

XB William P. Ring, Sr.
WILLIAM P. RING, SR.

owner of 100% of the outstanding stock
of J & C BUSINESS ENTERPRISES, INC.

STATE OF FLORIDA:

SS

COUNTY OF BROWARD:

I CERTIFY THAT ON this day before me, a Notary Public,
duly authorized in the State and County above named to take
acknowledgments personally appeared WILLIAM P. RING, SR., and
DENISE HULL RING, to me known to be the person who executed
the foregoing amendment to the Articles of Incorporation and
who produced _____ as identification.

WITNESS my hand and official seal in the County and
State aforesaid, this 10 day of Feb, 2000.

(Signature)

Martha E. Mortensen

NOTARY PUBLIC, STATE OF FLORIDA

(printed)

MARTHA E. MORTENSEN

NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES: 03-21-04



Martha E. Mortensen
Commission # CG 908513
Expires March 21, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

2. CORPORATE RESOLUTION CHANGING REGISTERED AGENT

BE IT RESOLVED that J & C BUSINESS ENTERPRISES, INC. a
Florida corporation duly formed on July 7, 1976 and assigned
Charter Number 506834, pursuant to Section 607.0502 Florida
Statutes, hereby changes its Registered Agent
from:

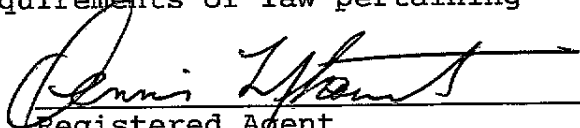
WILLIAM P. RING, SR.
1907 West Copans Road
Pompano Beach, Florida 33064

to:

DENNIS S. LEFKOWITZ, ESQ.
2295 Corporate Blvd., N.W.
Suite 120
Boca Raton, Florida 33431


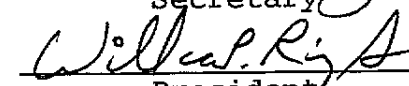
ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Registered Agent to accept service of process upon J & C BUSINESS ENTERPRISES, INC., the Corporation designated in these Articles of Incorporation, I, DENNIS S. LEFKOWITZ, ESQ., being familiar with, and accepted the obligations of section 607.0505, Florida Statutes, hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.


Registered Agent

4/10/00
Date

This change pursuant to a valid corporate resolution passed by the Board of Directors of the aforementioned corporation at a Special Meeting on the 10 day of February, 2000.

x0 
Secretary
xB 
President

WAIVER OF NOTICE OF SPECIAL MEETING

OF THE

BOARD OF DIRECTORS

OF

J & C BUSINESS ENTERPRISES, INC.

WE, the undersigned, being all of the Directors of the Corporation, hereby agree and consent that a special meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

WE do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjournment meeting were held after notice.

Place of Meeting: Corporate Office

Date of Meeting: February 10, 2000

Time of Meeting: 9 A. M.

Purpose of Meeting: To consider a proposal to change the corporate name from J & C Business Enterprises, Inc., to Parkway Auto Parts of Pompano Beach, Inc.

Dated: 2/10/00

xB

William R. Light
DIRECTOR

XD

DMR
DIRECTOR

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
J & C BUSINESS ENTERPRISES, INC.

The special meeting of the Board of Directors of the above-captioned Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the President, who presented the proposal to change the corporate name from J & C Business Enterprises, Inc., to Parkway Auto Parts of Pompano Beach, Inc.

After discussion, upon motion duly made, seconded and carried, it was

RESOLVED,

- 1) That this corporation is in the auto parts business in Pompano Beach, Florida located at a site near a parkway known as I 95.
- 2) That many of the customers of this business refer to the business as "Parkway Auto Parts".
- 3) That it would aid business and avoid confusion if the name of this corporation were to be changed to Parkway Auto Parts of Pompano Beach, Inc.

RESOLVED, that the President and such other officers as he may designate are hereby authorized, empowered and directed to take any and all action necessary or desirable to further the change of the corporate name from J & C Business Enterprises, Inc., to Parkway Auto Parts of Pompano Beach, Inc.

There be no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned.

X D

Secretary

Approved:

X B

President