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OFFICE USE ONLY

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

1. BAYAMO USED AUTO PARTS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<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

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

00 MAY 23 PM 12:44

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DEPARTMENT OF STATE
DIVISION OF CORPORATE FILINGS
TALLAHASSEE, FLORIDA

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Examiner's Initials

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00 MAY 23 PM 12:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BAYAMO USED AUTO PARTS, INC

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 adopted:

ARTICLE VII: DIRECTORS

The number of the members of the Board of Directors of the corporation shall not be less than one person. The shareholders of the corporation and the shares to each one will be as follows:

		SHARES	
		Amount	%
CARIDAD PALACIOS	Director	30	50
120 TAMiami CANAL RD	President		
MIAMI, FL 33144			
RAFAEL YERAS	Director	30	50
274 NW 132 PL	Secretary		
MIAMI, FL 33182			


ARTICLE VIII: OFFICERS

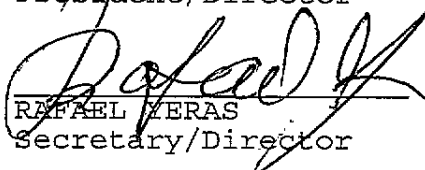
The officers of the corporation shall be:

President: Caridad Palacios
Secretary: Rafael Yeras

SECOND: This amendment is adopted on January 1st, 2000.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.


CARIDAD PALACIOS
President/Director


RAFAEL YERAS
Secretary/Director