

F67811
LAW OFFICE OF
JOHN W. GARDNER, P.A.

128 W. ROBERTSON STREET
BRANDON, FLORIDA 33511

January 17, 2000

TELEPHONE 813 651-0055
FACSIMILE 813 651-1874

Florida Department of State
Division of Corporations
Post Office Box 5588
Tallahassee, Florida 32314

400003106514--3
-01/21/00-01078-014
*****43.75 *****43.75

RE: FIRST AMENDMENT TO ARTICLES OF INCORPORATION
OF AMERICAN FRAME & AXLE, INC. OF TAMPA BAY

Dear Madam or Sir:

Enclosed for filing please find First Amendment to Articles of Incorporation of American Frame & Axle, Inc. of Tampa Bay for the referenced corporation. Also, enclosed please find our check in the amount of \$43.75, which is your filing fee.

Please certify the copy and return it to this office in the enclosed self-addressed stamped envelope as soon as convenient after filing.

Your attention to this matter is appreciated. Should you have any questions regarding this or any other matter, please telephone my office.

Very truly yours,

JOHN W. GARDNER, P.A.

John W. Gardner

JWG/mck

Enclosure - First Amendment to Articles of
Incorporation of American Frame &
Axle, Inc.

cc: Mr. Paul Jones
Mr. Michael Smith

FILED
00 JAN 21 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
CPG
1/28

FIRST AMENDMENT TO
ARTICLES OF INCORPORATION
OF
AMERICAN FRAME & AXLE, INC. OF TAMPA BAY

FILED
00 JAN 21 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of AMERICAN FRAME & AXLE, INC. OF TAMPA BAY were filed with and approved by the Secretary of State of the State of Florida on the 18th day of February, 1982; and

WHEREAS, it is the intention of all of the directors and the stockholders of AMERICAN FRAME & AXLE, INC. OF TAMPA BAY that the Articles of Incorporation of AMERICAN FRAME & AXLE, INC. OF TAMPA BAY be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed AMERICAN FRAME & AXLE, INC. OF TAMPA BAY hereinafter set forth was approved by all of the directors and the stockholders of pursuant to the provisions of Florida Statutes, Section 607.1003(5), on the 10th day of January, 2000; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of AMERICAN FRAME & AXLE, INC. OF TAMPA BAY are hereby amended by deleting in its entirety the present Article 1 - Name and by substituting therefor the following, to-wit:

ARTICLE I

Name

The name of this corporation shall be:

OLD AMERICAN FRAME, INC.

IN WITNESS WHEREOF, this First Amendment to Articles of Incorporation is hereby
executed on behalf of AMERICAN FRAME & AXLE, INC. OF TAMPA BAY by its President
this 10th day of January, 2000.

AMERICAN FRAME & AXLE, INC. OF TAMPA BAY

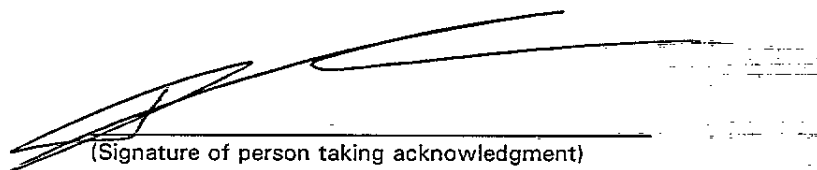
By:


Michael D. Smith, President

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10th day of January,
2000, by Michael D. Smith, President of AMERICAN FRAME & AXLE, INC. OF TAMPA BAY,
a Florida corporation, on behalf of the corporation and who is personally known to me.


(Signature of person taking acknowledgment)

SEAL:

J. Bob Humphries
(Name typed, printed or stamped)

Notary Public

(Notary Public) or (Military Officer's Rank)

Not applicable

Serial Number if Military Officer

