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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 031364 123706A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 35.00

ORDER DATE : November 13, 1998

ORDER TIME : 11:38 AM

ORDER NO. : 031364-005

CUSTOMER NO: 123706A

CUSTOMER: David E. Olmsted, Esq
Olmsted & Wilson, P.a.
Suite 101
18501 Murdock Circle
Port Charlotte, FL 33948

Name
Change
Amend

700002687347--4

DOMESTIC AMENDMENT FILING

NAME: TOM MITCHELL'S KWIK LUBE-N-OIL
CHANGE, INC.

FILE
FIRST

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

RECEIVED
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OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADR

11/16/98

ARTICLES OF AMENDMENT

OF

TOM MITCHELL'S KWIK LUBE-N-OIL CHANGE, INC.

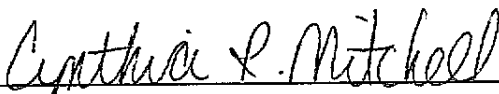
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of TOM MITCHELL'S KWIK LUBE-N-OIL CHANGE, INC. were amended by unanimous vote of the Shareholders and Directors of the Corporation on October 30, 1998, by deleting Article I in its entirety, and by substituting in its place the following:

ARTICLE I

The name of the Corporation is: TWO MITCHELL'S, INC.

IN WITNESS WHEREOF, the President and Secretary of this corporation have executed these Articles of Amendment this 30th day of October, 1998.


Cynthia R. Mitchell, President/Secretary

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 30th day of October, 1998, by CYNTHIA R. MITCHELL, as President and Secretary of TOM MITCHELL'S KWIK LUBE-N-OIL CHANGE, INC., on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid, this 30th day of October, 1998.


Notary Public
My Commission Expires:

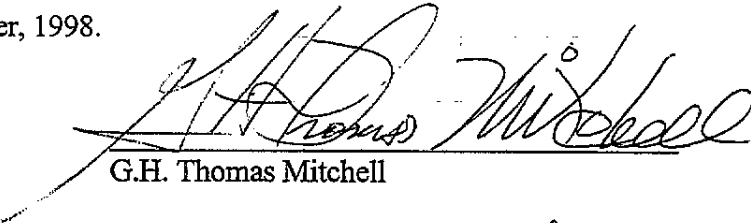
NOTARY PUBLIC
STATE OF FLORIDA
IDA JAYE SPENCER
COMMISSION # CC 640581
EXPIRES JUN 25, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

WRITTEN ACTION OF
BOARD OF DIRECTORS AND STOCKHOLDERS OF
TOM MITCHELL'S KWIK LUBE-N-OIL CHANGE, INC.

The undersigned, being all the shareholders and directors of the corporation, hereby take the following written action in lieu of holding a special meeting:

1. CHANGE OF CORPORATE NAME. It is deemed to be in the best interest of the corporation to change the corporation's name to TWO MITCHELL'S, INC. The appropriate officers of the corporation were directed to take the necessary action to amend the corporate name and to execute all documents necessary to accomplish that purpose.

Dated this 30th day of October, 1998.



G.H. Thomas Mitchell



Cynthia R. Mitchell