

K79073

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

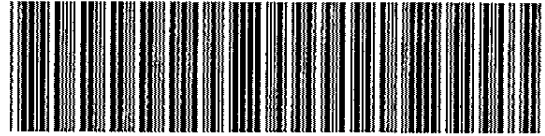
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SECRETARY OF STATE
TALLAHASSEE, FL 32301

**Jonathan D. Kaplan, Esquire
Attorney At Law**

P.O. Box 27142
Tampa, Florida 33623-7142

Telephone: (813) 882-8833
Facsimile: (813) 888-7547

December 2, 2004

Amendment Section Division of Corporations
PO Box 6327
Tallahassee, FL 32314

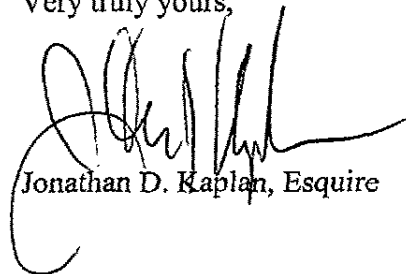
RE: **H2AUTO, INC.**
Document Number: K79073
Dear Sir/Madame:

The enclosed *Articles of Amendment* and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

From: Jonathan D. Kaplan, Esquire
P.O. Box 27142
Tampa, FL 33623-7142
(813)882-8833

Enclosed is a check for the following amount: \$35.00. Thank you for your assistance in this matter.

Very truly yours,



Jonathan D. Kaplan, Esquire

Enclosure

ARTICLES OF AMENDMENT
ADOPTING THE RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
H2AUTO, INC.

The undersigned, for the purpose of rescinding all previous Articles of Incorporation and any Articles of Amendment thereto for H2AUTO, INC., a corporation under the Florida General Corporation Act, and hereby adopts the following Restated and Amended Articles of Incorporation.

ARTICLE-ONE

NAME

The Corporate name is **H2AUTO, INC.**

ARTICLE-TWO

REGISTERED OFFICE

The name of the Registered Agent is **JAMES B. KELLY** whose address is 704 Medina Way Sun City Center, Florida 33573. The street address of the principal place of business/ mailing address of **H2AUTO, INC.** is 4011 W. Osborne Avenue, Tampa Florida 33614.

ARTICLE-THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE-FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,500 all of which shall be common shares with a par value of one dollar. The Board of Directors shall not have the power to authorize or issue stock or classes of stock whether with or without certificates. The shareholders shall have the sole power to authorize and issue stock in the corporation whether with or without certificates. The powers granted in Florida Statute Section

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607.0621 (Florida Statutes 2004) shall be reserved to the shareholders. The Board of Directors shall not have the authority to issue rights, options, or warrants for the purchase of shares of the corporation, which such right or power is reserved to the shareholders. The Board of Directors shall not have the power to issue a share dividend, which such right or power is reserved to the shareholders. The corporation shall have no authority to acquire its own shares without shareholder approval.

ARTICLE-FIVE

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights in accordance with Florida Statute Section 607.0630 (Florida Statutes 2004).

ARTICLE-SIX

BY-LAW ADOPTION AND CHANGES

The shareholders shall have the sole authority and power to adopt Restated and Amended By-Laws, Emergency By-Laws and have the power to adopt any amendments or changes to the By-Laws of the corporation..

ARTICLE-SEVEN

DURATION

The duration of the Corporation is perpetual.

ARTICLE-EIGHT

SHAREHOLDER MEETINGS

Any action required or permitted to be taken at an annual or special meeting of shareholders may be not taken without a duly noticed meeting.

ARTICLE-NINE

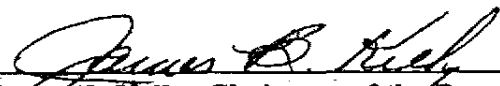
DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors. Names and Addresses of the current Directors:


<u>NAME</u>	<u>ADDRESS</u>
James B. Kelly--Chairman of the Board	704 Medina Way, Sun City Center, Florida 33573.
Edward Salas--President	1313 W. Clinton Tampa, Florida 33604
Yomarie Salas--Vice-president/treasurer	1313 W. Clinton Tampa, Florida 33604
Yvonne S. Kelly- Secretary	704 Medina Way, Sun City Center, Florida 33573.

These ARTICLES OF AMENDMENT ADOPTING THE RESTATED AND AMENDED ARTICLES OF INCORPORATION OF **H2AUTO, INC.**, were adopted on the 24th day of November, 2004 and shall be immediately effective upon filing. These ARTICLES OF AMENDMENT ADOPTING THE RESTATED AND AMENDED ARTICLES OF INCORPORATION OF **H2AUTO, INC.**, were approved by the shareholders. The number of votes cast for the ARTICLES OF AMENDMENT ADOPTING THE RESTATED AND AMENDED ARTICLES OF INCORPORATION OF **H2AUTO, INC.**, were sufficient for approval. The ARTICLES OF AMENDMENT ADOPTING THE RESTATED AND AMENDED ARTICLES OF INCORPORATION OF **H2AUTO, INC.**, were also approved by the board of directors.

Signed this 24th day of November, 2004.



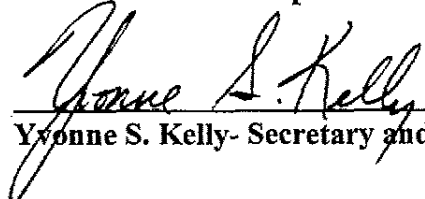
 James B. Kelly--Chairman of the Board and Shareholder



 Edward Salas--President



 Yomarie Salas--Vice-president/treasurer



 Yvonne S. Kelly- Secretary and Shareholder