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COttober 26, 1999

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FEDEX AIRBILL NO. 8121 1226 3881

Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

RE: Our Client File Number 0770(d)

700003026567---5 -10/27/99-01075-003 *****35.00' *****35.00

Dear Sir/Madam:

Enclosed please find the original and a conformed copy of the Articles of Amendment to Articles of Incorporation of Quality Mufflers, Inc. Also enclosed is a check in the amount of Thirty-Five Dollars (\$35.00), representing the filing fee.

Should you have any questions or require anything further, please do not hesitate to contact me.

Cordially,

ROZENCWAIG & GRANOFF

LESLIE ALAN ROZENCWAIG, I

For the Firm

15/3 UN 99

LAR/cg Enclosures 1/0770/art.amend.ltr

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

QUALI	ITY MUFFLERS, INC.
	(present name)
Pursuant to the provisions of section 607.10 following articles of amendment to its article	006, Florida Statutes, this Florida profit corporation adopts the es of incorporation:
FIRST: Amendment(s) adopted: (indicate of	article number(s) being amended, added or deleted)
SEE EXHIBIT "A" ATTACHED HERETO AND	MADE A PART HEREOF.
	FILED 99 007 27 PM 3: 32

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: October 20, 1999
	: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval byvoting group
	voting group
a	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature _	gned this
	the shareholders) The Board of Directors, President or other officer if adopted by
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	ALBERTO WETS SESCH Typed or printed name
	be a day

Title

EXHIBIT "A	**
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Item No. 6 shall be amended to read as follows:

The number of the directors shall be at least one (1) and the name of the Director and Officer is:

Roberto Calarese, Director, President, Secretary

Item No. 7 shall be amended to read as follows:

The name of the sole shareholder of this Corporation and the number of shares he has is as follows:

Name: No. of Shares

Roberto Calarese 1,000

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