

M51513

ROZENCWAIG & GRANOFF

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

SUNTRUST INTERNATIONAL CENTER

ONE SOUTHEAST THIRD AVENUE

SUITE 960

MIAMI, FLORIDA 33131

LESLIE ALAN ROZENCWAIG, P.A.
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ROSARIO FERRERO-CARR

BARRY S. YARCHIN
OF COUNSEL

* ALSO ADMITTED IN NY & GA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 30 PM 12:57

TELEPHONE (305) 379-6100
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May 26, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/30/00--01110--004
*****35.00 *****35.00

RE: Our Client File Number 0770(d)

Dear Sir or Madam:

Enclosed please find the original Statement of Change of Registered Office and Registered Agent for Quality Mufflers, Inc. as well as a copy thereof. Also enclosed is a check in the amount of Thirty-Five Dollars (\$35.00) representing the processing fee. Please process the same accordingly and return the original to our office in the enclosed self-addressed stamped envelope.

Cordially,

ROZENCWAIG & GRANOFF

Leslie Alan Rozencwaig /cg

LESLIE ALAN ROZENCWAIG, P.A.

For the Firm

LAR/cg

Enclosures

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RA Chg.

V. SHEPARD JUN 9 2000

Charter No. 1151513

Date Filed 5/5/87

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: QUALITY MUFFLERS, INC

2. The name and address of its present registered agent is:

ALBERTO WEISSFISCH
6440 BIRD ROAD
MIAMI FLORIDA 33155

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

ROBERTO CALABESE
6440 BIRD ROAD
MIAMI FLORIDA 33155

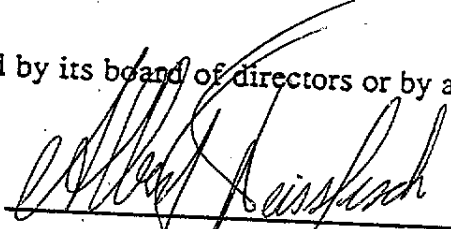
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DIVISION OF CORPORATIONS
00 MAY 30 PM 12:57

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

ALBERTO WEISSFISCH
(Typed or printed name and title)

Signature



(President or Vice President)

Date

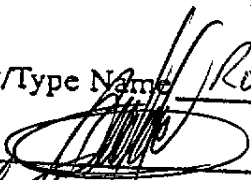
5/22/00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name

ROBERTO CALABESE

Signature



(Agent)

Date

5/28/00