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NEW FILINGS	AMENUMENTS	AM IO: 50
Profit	Amendment -	-
NonProfit	Resignation of R.A., Officer/Director	
Limited Liability	Change of Registered Agent	1
Domestication	Dissolution/Withdrawal	: *
Other	Merger	

OTHER FILNGS	
Annual Report	
Fictitious Name	
Name Reservation	
	Annual Report Fictitious Name

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
-	Trademark
	Other

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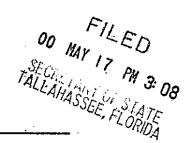
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ARTICLES OF AMENDMENT

TO ARTICLES OF INCORPORATION

OF

ARTHUR GODFREY ROAD TEXACO, INC.



(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE No.1: The new name of this Corporation will be as follow:

ARTHUR GODFREY ROAD GAS, INC.

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: 05.15.2000
FOURTH: 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 by
(voting group)
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.
Signed this 15th day of May 2000.
Signature & Que all A (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
OR
(By a director if adopted by the directors) OR
(By an Incorporator If adopted by the Incorporators)
Oscar Castellon
Typed or printed name
President
Tide
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

DATE