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DAVID M. GLASSBERG
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OF COUNSEL:
ROBERT C. BIEGEN
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February 14, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: AUTOMECA, INC.

Gentlemen:

Enclosed please find two (2) copies of the Articles of Amendment of AUTOMECA, INC. Also, enclosed please find our check in the amount of thirty-five (\$35.00) dollars made payable to the Secretary of State for filing fees of the above-mentioned amendment.

Should you have any questions with regard to the enclosed, please do not hesitate to contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg
For the Firm

DMG/bal

Amend
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PAS

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ARTICLES OF AMENDMENT

FOR

UNITED AUTO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes, the following is submitted:

1. The name of this corporation is:

UNITED AUTO, INC.

2. The Articles of Incorporation and Articles of Amendment are amended by striking therefrom Article V, in its entirety, and inserting in place thereof the following:

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue one class of capital stock designated "Common Stock". The number of shares of Common Stock authorized to be issued is one hundred thousand (100,000) and shall have a par value of \$.01 per share.

1. Liquidation and Dividend Rights.

- 1.1 Liquidation Rights. Except as provided herein, in the event of any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled to the assets of this corporation available for distribution to its shareholders, whether such assets are capital, surplus or earnings, such percentage to be divided pro rata among each of the holders of the Common Stock according to the number of shares of Common Stock held by each such holder.

- 1.2 Reorganization. A reorganization, consolidation or merger of this corporation with or into any other corporation or corporations or other entity or entities, or a sale, conveyance, lease, transfer or other disposition of all or substantially all the properties and assets of this corporation, or a sale or other transfer, in a single transaction or in a series of related transactions, of 50% or more of the outstanding capital stock of this corporation, shall not be deemed a liquidation, dissolution or winding up of this corporation for the purposes of this Article.

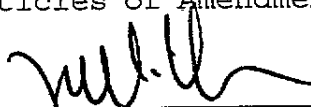
- 1.3 Valuation. Whenever the distribution provided for herein shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors of this corporation.

1.4 Dividend Rights. Except as provided herein, the holders of the then outstanding Common Stock shall be entitled to receive the dividends, when and as declared by the Board of Directors of this corporation, and out of any funds and assets legally available therefore, such percentage to be divided pro rata among each of the holders of the Common Stock according to the number of shares of Common Stock held by each such holder.

2. Voting Rights. Except as otherwise required by law, the rights of the holders of Common Stock shall vote on any matters submitted to shareholders of this corporation as follows: Each holder of shares of Common Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of this corporation and shall be entitled to one (1) vote for each share of Common Stock held at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

The foregoing amendment was adopted by all of the Directors of the Corporation at a Special Meeting of Directors, pursuant to Florida Statutes, on the 12th day of February, 2001. The foregoing amendment was adopted by a majority vote of the Stockholders present at the Board of Directors meeting, pursuant to Florida Statutes, on the 12th day of February, 2001. A majority vote of the Stockholders is sufficient for approval of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation has executed these Articles of Amendment this 12th day of February, 2001.

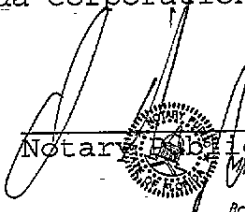


MARC VILLAIN, President and Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me the day and year last above written by MARC VILLAIN, President and Secretary of the above-named Florida corporation, on behalf of the corporation.

My Commission expires: _____



Notary Public, State of Florida
David M. Glassberg
COMMISSION # CC770028 EXPIRES
December 25, 2002
BONDED THRU TROY FAIN INSURANCE INC