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Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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((H02000017701 2)))

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To:

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : GENESIS ACCOUNTING SERVICES, CORP.

Account Number : I20000000018

Phone : (954) 420-0051

Fax Number : (954) 420-0331

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DIVISION OF CORPORATIONS
2002 JAN 18 PM 4:39

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BASIC AMENDMENT

VALCAR AUTO SERVICE INC.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$43.75 |

01/18/02

Name Change

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1/18/02

DC

Amendment

Audit Number (((H02000017701 2)))

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

VALCAR AUTO SERVICE INC.

(Present name)

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

January 17, 2002.

First : Amendment(s) adopted: AMENDED.

ARTICLE I - CORPORATION NAME

ARTICLE IV - CAPITAL STOCK

ARTICLE VI - BOARD OF DIRECTORS OF INCORPORATION

Second : Amendment adopted: ADDED.

ARTICLE VIII - SUBSCRIBERS

ARTICLE IX - AMENDMENT

ARTICLE X - LIMITATIONS ON CORPORATE STOCK

ARTICLE XI- POWER OF CORPORATION

ARTICLE XII - INDEMNIFICATION

ARTICLE XIII - DISSOLUTION

ARTICLE XIV - REGISTERED OWNERS

ARTICLE XV - BYLAWS

Third: The date of Adoption of the Amendments.

Fourth: Adoption of Amendments.

CRO
SVT

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First: Articles Amended

ARTICLE I

The NEW NAME of the Corporation NOW IS:

K & V AUTO SERVICES, INC.

CRO
JVT

ARTICLE IV - CAPITAL STOCK

The Corporation NOW is authorized for issue 15,000 shares of Common Dollars (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE VI - BOARD OF DIRECTORS

This corporation NOW shall have two (2) directors. The number of Directors may be increased or diminished from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the directors of the corporation NOW are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--|---|
| CARLOS R. OLIVEIRA President / Secretary / Director | 1617 Coronado RD Weston, FL 33327 |
| JOSE V. TELES Vice-President/ Treasury/ Director | 3631 NE 16 th Terrace Pompano Beach, FL 33064 |

Second: Articles Added

ARTICLE VIII SUBSCRIBERS

The name and street addresses and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> |
|--|---|---------------|
| CARLOS R. OLIVEIRA President / Secretary / Director | 1617 Coronado RD Weston, FL 33327 | 50% |
| JOSE V. TELES Vice-President/ Treasury/ Director | 3631 NE 16 th Terrace Pompano Beach, FL 33064 | 50% |

ARTICLE IX - AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the

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stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

CEO
SVT

ARTICLE x - LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI - POWER OF CORPORATION

The Corporation shall have the same powers as an Individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE XIII - DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XIV - REGISTERED OWNERS

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The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XV - BYLAWS

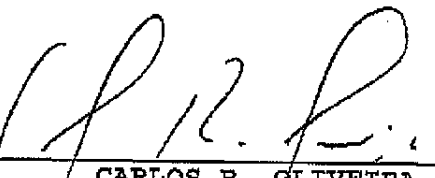
The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.


Third: The date of adoption of the amendments.

The date of adoption of the amendments was January 17, 2002.

Fourth: Adoption of Amendment.

The Amendments were adopted by the Directors without shareholder action and shareholder action was not required. IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this 29th day of October, 2001.


CARLOS R. OLIVEIRA
President / Secretary / Director


JOSE V. TELES
Vice-President / Treasury / Director