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Florida Department of State

Division of Corporations

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To:

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT**POLE POSITION AUTO CENTER, CORP.**

Certificate of Status	0
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AMEND
KCB
12/3/2001

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Pole Position Auto Center, Corp.

(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:

December 03, 2001.

First: Amendment(s) adopted: AMENDED.

ARTICLE VI - SHAREHOLDERS

ARTICLE XVI - BOARD OF DIRECTORS

Second: The date of Adoption of the Amendments.

Third: Adoption of Amendments.

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H01000118354 9**First: Articles Amended****ARTICLE VI - SHAREHOLDERS**

This corporation now has one (1) Shareholder. The number of Shareholders may be increased or diminished from time to time in accordance with bylaws adopted by the stockholders. The name and address of The Subscriber of this corporation and the number of shares of stock, and the new position of the stockholders subscribe to by each person signing these Amendment of Articles of Incorporation now is:

NAME	ADDRESS	SHARES
Claudinei Banhos Senhoreti President	4029 Eastridge Drive Pompano Beach, FL 33064	100%

ARTICLE XVI - BOARD OF DIRECTORS

The initial President/Director, Rodinei Banhos Senhoreti and the initial President/Treasurer, Carlos Eduardo Smirne, are no longer part of the board of directors of this Corporation. This Corporation now has one (1) Officer. The name and post office address of the officer, who subject to the provisions of the Corporation and the statutes of the State of Florida, shall hold office for their successors have been elected and qualified, are as follows:

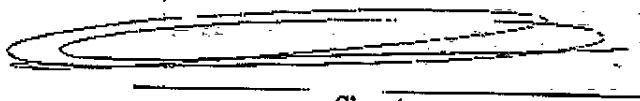
NAME	ADDRESS
Claudinei Banhos Senhoreti President	4029 Eastridge Drive Pompano Beach, FL 33064

Second: The date of adoption of the amendments.
The date of adoption of the amendments was 12/03/01.

Third: Adoption of Amendment.
The amendments were adopted by the shareholders.

H01000118354 9

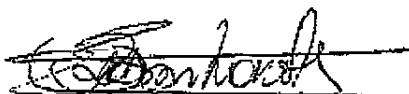
IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying 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 03rd day of December, 2001.



Signature

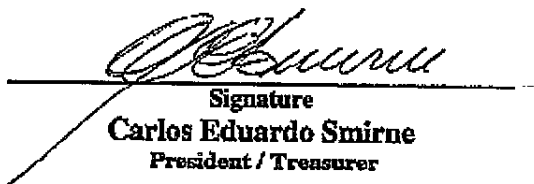
Claudinei Banhos Senhoreti
President / Secretary

The resigning officers of this corporation, resigning on this date, are:



Signature

Rodinei Banhos Senhoreti
President / Director



Signature

Carlos Eduardo Smirne
President / Treasurer