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BASIC AMENDMENT

POLE POSITION AUTO CENTER, CORP.

Certificate of Status	0
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Page Count	04
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Amendment

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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:

January 21, 2002.

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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H02000019153 4**First: Articles Amended****ARTICLE VI - SHAREHOLDERS**

This corporation now has four (4) Shareholders. 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
Isaias Garcez Serpa President	660 SE 12 th Ter Deerfield Beach, FL 33441	40 %
Gezilda Garcez Serpa Vice-President	660 SE 12th Ter Deerfield Beach, FL 33441	40 %
Beatriz Serpa Director/Treasurer/Secretary	660 SE 12th Ter Deerfield Beach, FL 33441	10 %
Felipe Serpa Director/Operations	660 SE 12th Ter Deerfield Beach, FL 33441	10 %

ARTICLE XVI - BOARD OF DIRECTORS

The initial President, Claudinei Banhos Senhoreti is no longer part of the board of directors of this Corporation. This Corporation now has four (4) Officers. 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
Isaias Garcez Serpa President	660 SE 12 th Ter Deerfield Beach, FL 33441
Gezilda Garcez Serpa Vice-President	660 SE 12th Ter Deerfield Beach, FL 33441
Beatriz Serpa Director/Treasurer/Secretary	660 SE 12th Ter Deerfield Beach, FL 33441
Felipe Serpa Director/Operations	660 SE 12th Ter Deerfield Beach, FL 33441

Second: The date of adoption of the amendments.

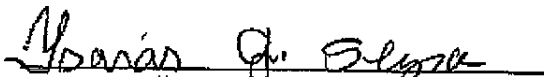
The date of adoption of the amendments was 01/21/02.


Third: Adoption of Amendment.

The amendments were adopted by the shareholders.

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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 21st day of January, 2002.


Isaias Garcez Serpa
President


Geizilda Garcez Serpa
Vice-President


Beatriz Serpa
Director/Treasurer/Secretary


Felipe Serpa
Director/Operations

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


Signature
Claudinei Banhos Senhoreti
President