

P02000005184

6671 W. Indian town
- Suite 56-459
Jupiter, FL 33458

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 - Limited Partnership
 - Reinstatement
 - Trademark
 - Other
- Amend.*
- V SHEPARD JUL 12 2002**

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Frantrunner Motorcars, Inc
(present name)

PO2000005184
(Document Number of Corporation (If known))

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:

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

Article IV - Board of Directors -

Matthew Vettese is hereby removed
as a member of the Board of Directors

Matthew Vettese has also been
removed as an officer of the corporation.
The new officers are

Charles Biondo - President
Christopher Eng - Vice President
Ellen O'Arcangelo - Treasurer,
Secretary

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:

Matthew Vettese's shares have been
sold to the remaining shareholders
of Frantrunner Motorcars, Inc. such that
the current ownership is as follows:

Charles Biondo - 48%
Christopher Eng - 28%
Ellen O'Arcangelo - 24%

THIRD: The date of each amendment's adoption: June 30, 2002

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 3 day of July, 2002

Signature

Ellen D'Arcangelo, Treasurer
(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)

Ellen D'Arcangelo
(Typed or printed name)

Treasurer

(Title)