200042632

September 5, 2002

Tony Brisson, President Smilley's Auto Sales & Used Parts, Inc. P.O. Box 590326 Tamarac, FL 33359

Division of Corporations P.O. Box 6327 Tallahassee, FL 32341

Dear Ladies and Gentlemen:

Attached is request to amend the article of incorporation of SMILLEY'S AUTO SALES & USE PARTS, INC. The new name will be SMILEY'S AUTO SALES & USED PARTS, INC. The effective date for this change should be September 6, 2002.

You can contact me at 786-277-6644 if you have any questions regarding this amendment.

Sincerely,

Tony Brisson, President

Incorporator



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

SMILLEY'S AUTO SALES & USE

PARTS, INC.

(present name)

POZODO 042632
(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 I: Delete: Smillexis AUTO Sales & Use PARTS ENE-

ADD: Smiley is AUTO SALES & USED PARTS INC.

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:

THIRD:	The date of each amendment's adoption: September 6, 2002.
	: 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 Sofo. day of 674, 2002.
Signature Tony Brisson (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)	
(Dy a ancolor is adopted by the ancolors)	
	OR
(By an incorporator if adopted by the incorporators)	
	TONY BRISSOM (Typed or printed name)
	PRESIDENT TWO rparator