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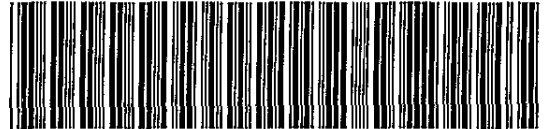
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANBND
2003/7/23/29

KAREN SUGERMAN, ESQUIRE

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July 18, 2003

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

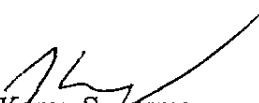
Re: Articles of Amendment

Dear Sirs:

Enclosed please find Articles of Amendment to Articles of Incorporation of Alliance Autoplaza, Inc. together with check number 3594 in the amount of thirty-five dollars (\$35.00) for filing.

Thank you for your attention to this matter

Very truly yours,


Karen Sugerman

KS:kp

Enclosure

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALLIANCE AUTOPLAZA, INC.**

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TALLAHASSEE, FLORIDA

Under the provisions of F.S. 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: DIMITRY AGRACHOV, whose address is 1402 N.W. 138 Terrace, Pembroke Pines, Florida 33028 was elected as President, Treasurer and Director of the corporation

The date of the amendment's adoption: JULY 8, 2003.

SECOND: Amendment adopted: IDA AGRACHOV, whose address is 3815 S.W. 167 Avenue, Miramar, Florida 33027 was elected as Vice President of the corporation

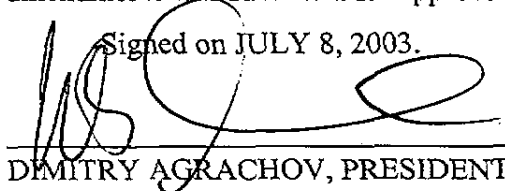
The date of the amendment's adoption: JULY 8, 2003.

THIRD: Amendment adopted: NATALIA AGRACHOV whose address is 1402 NW 138 Terrace, Pembroke Pine, Florida 33028 was elected as Secretary of the corporation

The date of the amendment's adoption: JULY 8, 2003.

The amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.

Signed on JULY 8, 2003.



DIMITRY AGRACHOV, PRESIDENT