

P94000034263
LIONTEL INC.

BRUCE LOEWE
LOEWE@USA.NET

February 29, 2000

Please process the two attached articles of amendment to articles of incorporation and send to this address two (2) certified copies of each of the two articles of amendments.

Attached is check for \$105.00

2 Amendments = 70.00
4 Certified copies = 35.00
TOTAL 105.00

Thank You,
Liontel Inc.

Bruce Loewe
Bruce Loewe
President & Director

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****105.00 *****52.50

FILED
MAR 2 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend. E. N/C

V. SHEPARD MAR 13 2000

Articles of Amendment
to
Articles of Incorporation
of
AUTO A/C INC.

FILED
00 MAR -2 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida statutes, this Florida profit corporation adapts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

Article I - NAME

The name of the corporation shall be changed to LIONTEL INC.

Article V - ADDRESS OF CORPORATION

The address of the corporation is 2757 NE 17th Street, Fort Lauderdale, Florida 33305

Article VI - REGISTERED OFFICE AND AGENT

The street office of the registered office of this corporation is 2757 NE 17th Street, Fort Lauderdale, Florida 33305 and the name of the registered agent of this corporation at that address is BRUCE R. LOEWE.

Article VII - BOARD OF DIRECTORS

The corporation shall have two Directors. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The names and addresses of the board of directors of this corporation are:

NAME
BRUCE R. LOEWE

ADDRESS
2757 NE 17th Street
Fort Lauderdale, FL 33305

RITA A. LOEWE

2757 NE 17th Street
Fort Lauderdale, FL 33305

Article X - TRANSFER OF STOCK

Doug Dawson shall by affixing his signature to this document shall transfer 250,000 shares of this corporations stock to this corporation and will surrender all claim of ownership to the corporation.

SECOND: The date of amendment is February 3, 2000

THIRD: These amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 3rd day of February, 2000

Signature

Bruce R. Loewe
Chairman Board of Directors

Signature

Doug Dawson
Director

Bruce R. Loewe
President

Doug Dawson
Secretary