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November 14, 1997

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-12/10/97--01092--001

1115.00 **35.00

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Application for Reinstatement of Automotive
Equipment Center, Inc., and filing of
Amendment to Articles of Incorporation
of Automotive Equipment Center, Inc.

To Whom It May Concern:

Please be advised that the undersigned attorney represents Automotive Equipment Center, Inc. in connection with their Application for Reinstatement, and also their filing of an amendment to Articles of Incorporation.

Pursuant to same I am herewith enclosing my client's Application for Reinstatement along with an original and copy of their Amendment to Articles of Incorporation of Automotive Equipment Center, Inc.

In addition, I am herewith enclosing a check in the sum of \$1,115.00 to cover the reinstatement fee which I understand is in the sum of \$1,080.00, along with an additional fee of \$35.00 to cover the cost of the filing regarding my client's amendment to Articles of Incorporation.

Based upon the foregoing, I would appreciate your processing these documents as soon as possible and thereafter forwarding the appropriate Certificates to my office in the enclosed self-addressed stamped envelope.

Thank you for your courtesy and consideration.

Sf And

Very truly yours,

STEPHEN N. ROSENTHAL

FILING	35
R. AGENT	
CERT. COPY	
CUS	
OVERPAYMENT	
TOTAL	35

SNR:laa
Encl.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -5 AM 11:21

Called - Not
much more
for cert.

CORAMND

AMENDMENT TO ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

97 DEC -5 AM 11:21

AUTOMOTIVE EQUIPMENT CENTER, INC.

THE UNDERSIGNED do hereby file this their Amendment to Articles of Incorporation of Automotive Equipment Center, Inc. and to hereby amend their Articles of Incorporation, and any restatements thereof as follows:

ARTICLE I - NAME

The name of the Corporation shall be **AUTOMOTIVE EQUIPMENT CITY, INC.**

ARTICLE II - PURPOSE

A. To carry on and engage in the business of buying, leasing, selling and distributing of parts, inventory, and machinery, both automotive and otherwise domestically and abroad including any and all acts necessary and related to the operation of said business.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation shall be authorized to issue capital stock in the following manner, to-wit: One Thousand (1,000) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The principal place of business of the Corporation shall be:
6995 Northwest 82nd Avenue, Bay 41, Miami, Florida 33166.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Enrique Alvarez, and the Registered Office shall be located at: 6995 N.W. 82nd Avenue, Bay 41, Miami, Florida 33166 or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officers are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Enrique Alvarez	President/Secretary	6995 N.W. 82nd Ave. Bay 41 Miami, Florida 33166
Raquel Alvarez	Vice President/Treasurer	6995 N.W. 82nd Ave. Bay 41 Miami, Florida 33166

ARTICLE IX - INDEMNIFICATION OF OFFICERS AND DIRECTORS


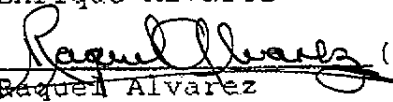
Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE X

That all provisions of the original Articles of Incorporation of AUTOMOTIVE EQUIPMENT CITY, INC. filed with the Secretary of State on September 6, 1994 which are not inconsistent herewith, shall remain in full force and effect.

IN WITNESS WHEREOF, we have hereunto set our hand and seal at Miami, Dade County, Florida, this 17 day of November, 1997.

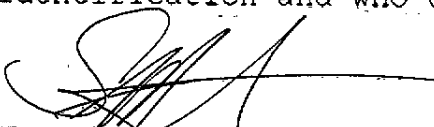
Adopted by the shareholders on 11/17/97. The number of votes cast was sufficient for approval.

 (SEAL)
Enrique Alvarez
 (SEAL)
Raquel Alvarez

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17 day of Nov., 1997, by Enrique Alvarez, who

is personally known to me or has produced License
as identification and who did (did not) take an oath; by Raquel
Alvarez, who is personally known to me or who has produced
_____ as identification and who did (did not)
take an oath.



Notary Public State of Florida at Large

My Commission Expires:



STEPHEN N ROSENTHAL
My Commission CC332441
Expires Nov. 28, 1997
Bonded by HAI
800-422-1555

CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of AUTOMOTIVE EQUIPMENT CITY, INC. and agreed to
serve as its Registered Agent, to accept service of process
within the State at its Registered Office located at: 6995
Northwest 82nd Avenue, Bay 41, Miami, Florida.



REGISTERED AGENT
ENRIQUE ALVAREZ