

P95000074785

Chapter Number Only

12/3/98

Fromberg & Fromberg

Requestor's Name

20801 Biscayne Blvd #505

Address

Aventura FL 33180

City

State

ZIP

Phone

20004

VALIDATION ONLY

200002702852-9
-12/04/98-01004-014
*****43.75 *****43.75

CORPORATION(S) NAME

ALL INDUSTRIAL TIRE, INC.

FILED
98 DEC -4 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Dec 12/4



Empire Toll Free: 1-800-432-3028

50000-4 AM 9:47
STATE OF FLORIDA

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
ALL INDUSTRIAL TIRE, INC.**

FILED
98 DEC -4 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, President and Secretary, respectively, of ALL INDUSTRIAL TIRE, INC., a corporation organized under the laws of the State of Florida, hereby certify as follows:

1. The principal place of business of the corporation as it appears on the Certificate of Incorporation filed with the Secretary of the State of Florida was 2616 E. Tamarind, West Palm Beach, Florida 33407.

2. That at a special meeting of the Board of Directors of said corporation held on the 4th day of November, 1998, the Board of Directors unanimously resolved that the Amendment to the Certificate of Incorporation as contained herein be presented to the stockholders of the corporation for their action.

3. That at a special meeting of the stockholders of said corporation held on the 4th day of November, 1998, the stockholders of the corporation approved the proposed Amendment to the Certificate of Incorporation contained herein.

4. The recommended Resolution of the Board of Directors, the same being the Amendment approved by the stockholders of said corporation, is as follows:

RESOLVED, that the corporation's principal place of business be changed from 2616 E. Tamarind, West Palm Beach, Florida 33407 to 2320 E. 11th Avenue, Hialeah, Florida 33013 and that said address be used by the corporation as its corporate address, subsequent to its filing in the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the said corporation has caused its Corporate Seal to be affixed hereto, and the Certificate to be signed and executed by Aldo L. Vazquez, Jr., as President, and Earl Garrick, as Secretary this 30 day of November, 1998.

ALL INDUSTRIAL TIRE, INC.

By:


Aldo L. Vazquez, Jr.
President

By:


Earl Garrick
Secretary

(CORPORATE SEAL)


STATE OF FLORIDA)

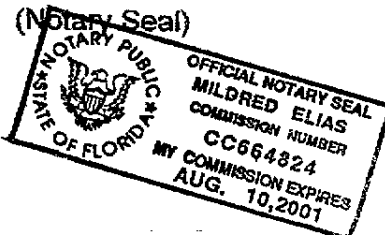
COUNTY OF DADE

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments, personally appeared ALDO L. VAZQUEZ, JR. and EARL GARRICK, as President and Secretary, respectively, of ALL INDUSTRIAL TIRE, INC., who, after first being duly sworn, state that they have executed the foregoing Certificate of Amendment on behalf of the said corporation and that said statements contained therein are true and correct. Affiants are personally known to me.

30 WITNESS my hand and official seal in the County and State set forth above, this day of November, 1998.

My Commission Expires:



NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



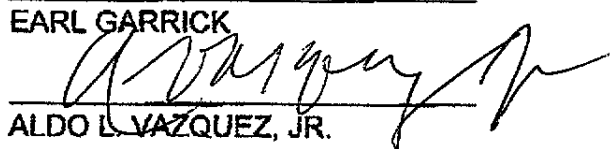
**WAIVER OF NOTICE
OF
SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS
OF
ALL INDUSTRIAL TIRE, INC.**

The undersigned, constituting all of the Directors and Stockholders of ALL INDUSTRIAL TIRE, INC., hereby waive notice of the time, place and purpose of the meeting held on November 4, 1998 and acknowledge that at said meeting the principal place of business of the corporation was changed from 2616 E. Tamarind, West Palm Beach, Florida 33407 to 2320 E. 11th Avenue, Hialeah, Florida 33013 and the appropriate officers of the corporation were authorized to file a Certificate of Amendment with the Secretary of State of Florida and to effectuate the change.

STOCKHOLDERS



EARL GARRICK



ALDO L. VAZQUEZ, JR.

**SPECIAL MEETING OF STOCKHOLDERS
AND BOARD OF DIRECTORS OF
ALL INDUSTRIAL TIRE, INC.**

A Special Meeting of the Directors and Stockholders of ALL INDUSTRIAL TIRE, INC., was held on the 4th day of November, 1998, at 7:00 p.m., in West Palm Beach, Florida. All of the Directors and Stockholders of the corporation were present and waived notice of the time, place and purpose of the meeting, as is evidenced by their signatures on the Waiver of Notice attached to the Minutes of this meeting.


Aldo L. Vazquez, Jr. served as Chairman of the meeting and Earl Garrick served as Secretary of the meeting.

The Chairman stated that the purpose of the meeting was to consider changing the principal place of business of the corporation. After some discussion, the Directors then concluded that it would be in the best interest of the corporation to change the principal address of the corporation to 2320 E. 11th Avenue, Hialeah, Florida 33013 and a motion was then made, seconded and the following Resolution was unanimously adopted:

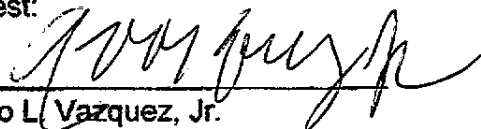
RESOLVED, that the corporation's principal place of business be changed from "2616 E. Tamarind, West Palm Beach, Florida 33407" to "2320 E. 11th Avenue, Hialeah, Florida 33013" and that said address be used by the corporation as its corporate address, subsequent to its filing in the office of the Secretary of State of the State of Florida.

The Directors then presented the new address of the corporation to the stockholders of the corporation and the stockholders consented to the change of the corporation's address and agreed to execute a Certificate of Approval on the Certificate of Amendment to be filed with the Secretary of State.

There being no further business, the meeting was adjourned.

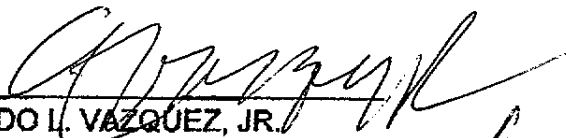

Earl Garrick
Secretary

Attest:


Aldo L. Vazquez, Jr.
Chairman

CERTIFICATE OF STOCKHOLDER APPROVAL

The undersigned, being all the stockholders of ALL INDUSTRIAL TIRE, INC., hereby acknowledge that at a meeting of the stockholders of this corporation held on the 4th day of November, 1998, they passed and approved an amendment to the Certificate of Incorporation, whereby the principal place of business of the corporation would be changed from 2616 E. Tamarind, West Palm Beach, Florida 33407 to 2320 E. 11th Avenue, Hialeah, Florida 33013.


ALDO L. VAZQUEZ, JR.


EARL GARRICK

STATE OF FLORIDA)
COUNTY OF *Miami Dade*

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments, personally appeared ALDO L. VAZQUEZ, JR. and EARL GARRICK who, after first being duly sworn, state that they have executed the foregoing Certificate of Stockholder Approval for the purposes therein contained.

WITNESS my hand and official seal in the County and State set forth above, this 30 day of November, 1998.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My Commission Expires:

(Notary Seal)

