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September 25, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 26 PM 12:55

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

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-09/26/01--01046--011
*****35.00 *****35.00


Re: A Fairgrounds Automotive Recycling Enterprises, Inc.

Dear Sirs/Madams:

With regard to the above referenced corporation, enclosed herein please find original Articles of Amendment together with my trust account check made payable to the Department of State in the amount of \$35.00.

Thank you for your anticipated attention to this matter.

Very truly yours,


RICHARD J. MONESCALCHI, ESQ.
RJM/mb
Encl.

N/c

V SHEPARD OCT 3 2001

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 26 PM 12:56

A Fairgrounds Automotive Recycling Enterprises, Inc., a Florida Corporation

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLES I

The name of the corporation shall be changed from its present name to Carolo, Inc.

The date of amendment's adoption September 25, 2001.

ARTICLES II

This amendment was approved by the entire board of directors which consist of Carol Orlans, and Buddy Orlans.

Signed this 25 day of September, 2001.

Carol Orlans, President
Carol Orlans, President

Buddy Orlans
Buddy Orlans, director

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Carol Orlans and Buddy Orlans, who are personally known to me or who has produced FL D I L as identification and who did not take an oath.

WITNESS my hand and official seal in the state and county aforesaid this 25 day of September, 2001.

My Commission Expires:



[Signature]
NOTARY PUBLIC