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JAMERSON SUTTON SURLAS & MULLIN LLP

PENTHOUSE II • GABLES INTERNATIONAL PLAZA

2655 LE JEUNE ROAD

CORAL GABLES, FLORIDA 33134

JOHN O. SUTTON, P.A.

TELEPHONE (305) 448-1295
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January 31, 1997

BY CERTIFIED MAIL-RETURN RECEIPT REQUESTED
RECEIPT NO.: Z 211 672 803

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

70000207781-4
-02/05/97--01123--001
*****35.00 *****35.00

Re: Aventura Trading Cars, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amendment to Articles of Incorporation of Aventura Trading Cars, Inc. and a check in the amount of \$35.00 for filing same. After said Articles of Amendment has been filed, kindly stamp and return the additional copy I have enclosed in the self-addressed stamped envelope provided herein.

Thank you for your assistance.

Very truly yours,



John O. Sutton

JOS/vv

Enclosures

cc: Aventura Trading Cars, Inc.

Amend

VS FEB 11 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AVENTURA TRADING CARS, INC.

FILED
97 FEB -4 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Aventura Trading Cars, Inc. (the "Corporation").
2. Article V of the Articles of Incorporation is amended to read as follows:

"ARTICLE V REGISTERED OFFICE

"The street address of the registered office of this corporation is 2655
LeJeune Road, PH-II, Coral Gables, FL 33134. The registered agent
at that address is John O. Sutton, P.A."

3. The attached Certificate Designating Place of Business or Domicile for the Services of Process Within This State, Naming Agent Upon Whom Process May be Served replaces the Certificate of Designation attached to the Articles of Incorporation.

4. This Amendment was recommended by the board of directors to the Corporation's shareholders on September 24, 1996.

5. This Amendment was approved unanimously by the holders of all of the Corporation's shareholders, which is all of the Corporation's Shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was unanimous.

IN WITNESS WHEREOF, Aventura Trading Cars, Inc. has caused these Articles of Amendment to be executed on this 24th day of September, 1996.

AVENTURA TRADING CARS, INC.

By: _____

Jose A. Gonzalez, President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

First - That AVENTURA TRADING CARS, INC., desiring to organize under the laws of the State of Florida, has designated 2655 LeJeune Road, PH-II, Coral Gables, FL 33134 as the place of business for the service of process within this state.

Second -- That the above corporation has named John O. Sutton, P.A. as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

187 Dated this 26th day of September, 1996.



John O. Sutton, P.A.
Registered Agent