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November 19, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
ATTN: Amendments

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-11/22/99--01125--002
*****43.75 *****43.75

Re: Auto-Gard/QMI, Inc.

Dear Sir/Madam:

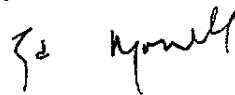
In connection with the above-referenced matter, enclosed for filing are:

1. Articles of Amendment to Articles of Incorporation (filing fee \$35.00);
2. Copy of Articles of Amendment to Articles of Incorporation (fee for certified copy \$8.75);
4. Check in the amount of \$43.75 made payable to the Secretary of State, representing your fees.

Please file the documents and then kindly forward certified copies to our office via regular U.S. Mail.

If you have any questions, please call. Thank you for your assistance.

Sincerely,



Eduardo F. Morrell

Encl

pc: Auto-Gard/QMI, Inc. (w/encl)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 22 AM 11:48

Amend
NFS 12-3-99

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AUTO-GARD/Q.M.I., INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment adopted: Article III – Capital Stock, is hereby amended as follows:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

SECOND: At duly held meetings of the Board of Directors and Stockholders of the corporation, it was unanimously consented to allow the maximum number of shares of stock authorized and outstanding at any time to be increased to seven thousand five hundred (7,500) shares of common stock, each having the par value of \$1.00 effective January 1, 1999.

THIRD: The Unanimous Consent Action of the Board of Directors Amending Articles of Incorporation of Auto-Gard/Q.M.I., Inc., and the Unanimous Consent Action

of the Stockholders Amending Articles of Incorporation of Auto-Gard/Q.M.I., Inc., were both dated September 30, 1999.

FOURTH: The amendment was approved by the Board of Directors and the Stockholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 30 day of September, 1999.


SHANE I. WILLIS
Stockholder/Director


STATE OF FLORIDA)
COUNTY OF POLK)

The foregoing instrument was acknowledged before me this 30th day of September, 1999, by **SHANE I. WILLIS**, who is personally known to me or has produced PERSONALLY KNOWN as identification.




Notary Public, State of Florida at Large

(SEAL)



JOHN H. NICHOLSON
Shareholder/Director

STATE OF FLORIDA)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this 30th day of September, 1999, by **JOHN H. NICHOLSON**, who is personally known to me or has produced PERSONALLY KNOWN as identification.



(SEAL)


Notary Public, State of Florida at Large

Kenneth W. Titus
KENNETH W. TITUS
Shareholder/Director

STATE OF FLORIDA)
COUNTY OF Polk)

The foregoing instrument was acknowledged before me this 30 day of
September, 1999, by **KENNETH W. TITUS**, who is personally known to me or has
produced PERSONALLY KNOWN as identification.

(SEAL)



ROBERT T. WALKER
COMMISSION # CC 678009
EXPIRES SEP 7, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Robert T. Walker
Notary Public, State of Florida at Large

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