MEMBER:
FLORIDA INSTITUTE AND
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

Charles Alan Ross, P.A. Certified Public Accountant

P960000091340

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 800002191498--3 -05/27/97--01076--003 ******35.00 ******35.00

Re:

Kwik Kar Auto Sales & Leasing, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation for the above-referenced corporation along with a check for the \$35 processing fee.

Should you have any questions, please feel free to contact me.

Thank you.

Sincerely,

CHARLES ALAN ROSS

jcl:enc.

cc: Mr. Gary Wilson

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

					`	
Kwik	KAR	Auto	SALES	*	LEASING	INC.
7,00		(present name)			,	

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(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I THE NAME OF THE CORPORATION

SHALL BE

REPLICAR TECHNOLOgIES CORP.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

CHANGE REGISTERED AGENT. SEE ATTACHED CERTIFICATE

THIRD:	The date of each amendment's adoption: 13 T4 w F 11 Ay 1997				
	: Adoption of Amendment(s) (CHECK ONE)				
CŽ	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.				
C	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):				
	"The number of votes cast for the amendment(s) was/were sufficient for approval by				
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.				
2	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.				
Signed this 13 th day of 12 mg, 19 97					
Signature	Part de QC				
J	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)				
	OR				
(By a director if adopted by the directors)					
	OR				
	(By an incorporator if adopted by the incorporators)				
	GARY L. W; LSON Typed or printed name				
	English Vive Consolert				

Title

CERTIFICATE OF DESIGNATION OF THE REGISTERED AGENT AND REGISTERED OFFICE OF REPLICAR TECHNOLOGIES CORP.

PURSUANT TO THE PROVISIONS OF PARAGRAPH 607.0501, FLORIDA STATUTES, REPLICAR TECHNOLOGIES CORP., A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT AND OFFICE IN THE STATE OF FLORIDA.

THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE FOR THE CORPORATION IS:

CHARLES ALAN ROSS, P.A. 3845 SOUTHWEST 41ST STREET PEMBRCKE PARK, FL 33023

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR REPLICAR TECHNOLOGIES CORP., AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED THIS 13TH DAY OF MAY, 1997.

BY:

CHARLES ALAN ROSS

MITCHELL VITELLA NOTARY RIBBIO STATE OFFICIARIDA MY CORNES FOR CANDACT (C. 1999) NO UC 434397