



THE UNITED STATES
CORPORATION
COMPANY

P97000002359

ACCOUNT NO. : 072100000032

REFERENCE : 429024 170487A

AUTHORIZATION : Patricia P. Pugh

COST LIMIT : \$ 35.00

ORDER DATE : June 16, 1997

ORDER TIME : 9:26 AM

ORDER NO. : 429024-005

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CUSTOMER NO: 170487A

CUSTOMER: Richard Rossi, Esq
Rossi & Associates Attorney Pa
Penthouse 3
1700 E. Las Olas Blvd.
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: PRECISE PAINT & BODY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED
97 JUN 16 PM 3:37
TALLAHASSEE
FLORIDA

6/16/97
DH
DH
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ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF PRECISE PAINT & BODY, INC.

FILED
JUN 16 PM 3:37
97
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECITALS:

1. Precise Paint & Body, Inc., is a Florida corporation ("Company") whose Articles of Incorporation were originally filed with the Department of State of the State of Florida on January 3, 1997;
2. the Board of Directors and Shareholders of the Company, by Unanimous Written Consent dated June 1, 1997, pursuant to Florida Statutes Section 607.1003, by 100% affirmative vote of all Directors and Shareholders, resolved, among other things, that the following amendments were authorized and approved, and were so adopted on June 1, 1997, with the Articles of Incorporation of the Company being amended as set forth below; and
3. pursuant to the Unanimous Written Consent, the President of the Company was authorized, empowered and directed to sign and file these Articles of Amendment with the Department of State of Florida to amend the Articles of Incorporation as follows:

RESOLVED:

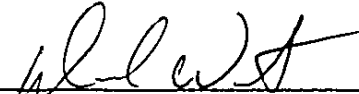
Article IV - capital stock of the Articles of Incorporation of the Company is hereby deleted in its entirety and the following is substituted:

ARTICLE IV - SECURITIES

- A. The Company is authorized to issue 30 million shares of Common Stock, which shall be designated "Common Stock," with a par value of \$.0001 per share.
- B. The Company is authorized to issue 1 million shares of preferred stock, which shall be designated as "Preferred Stock," having a par value of \$.0001 per share, with the Board of Directors of the Company having the right to determine the preferences, limitations, and relative rights of said class of Preferred Stock as well as the series of the class provided that each series must be given a distinguishing designation, and all shares of the same series must have preferences, limitations and relative rights identical with those of other shares of the same series, except to the extent otherwise provided in the description of the series, and, further, that before issuing any shares of Preferred Stock, Articles of Amendment must be filed with the Department of State setting forth the information specified in Florida Statute 607 0602.

The undersigned, the President of the Company, hereby executes these Articles of Amendment of the Articles of Incorporation of the above Company on behalf of the Company.

PRECISE PAINT & BODY, INC.

By: 
David West, President


**WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
PRECISE PAINT & BODY, INC.**

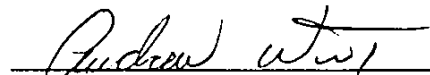
THE UNDERSIGNED, being all the Directors on the Board of Directors of Precise Paint & Body, Inc., and all the Shareholders, hereby adopt the following resolutions by this Written Consent in lieu of a Special Meeting of the Board, effective June 1, 1997:


The amendments of the Articles of Incorporation the Company to, among other things, change the authorized common stock of the Company to 30,000,000 shares, and to authorize 1,000,000 shares of preferred stock, all shares of both classes of stock having a par value of \$.0001, is hereby authorized and approved.

This Written Consent may be executed in counterparts and by facsimile.

Board of Directors


David West


Andrew West


Richard Rossi