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FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: BRICKELL AUTO CARE, INC.

AUDIT NUMBER...... H97000012188 DOC TYPE.....BASIC AMENDMENT

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PAGES.....

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## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

SECRETARY CE STATE

TALLAHASSEE, FLORIDA

H 97000012188

BRICKELL AUTO CARE, INC.
(present rame)

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 criticle number(s) being amended, added or deleted)

ARTICLE III is being amended to read: 701 S.W. 2 Avenue, Miami, Fl 33130

Article VI is being amended to read: 701 S.W. 2 Avenue, Miami, Fl 33130

Article VII is being amended to read: Lydia Rodriguez 701 S.W. 2 Avenue, Miami, Fl 33130 deleting: Candida M Mondejar 2301 S.W. 59 Avenue, Hollywood, Fl 33023

Article VIII is being amended to read: 701 S.W. 2 Avenue, Miami, FL 33130

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:

Prepared By: Cydia Rodriguez 701 5.00 2 nd Que, Miami, F1 33130

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THIRD:	The dam of each amendment's adoption: July 25, 1997.
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
	. The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The anadment(s) was/were approved by the shareholders through voting groups.  The following statement must be separately provided for each voting group entitled to vate separately on the amendment(s):
	The number of votes cast for the amendment(s) was/were sufficient for approval by voing group
	Anna Profit
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
<b>( X</b> )	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
_	
Sig	ened this <u>25th</u> day of <u>July</u> , 19 <sup>97</sup>
Signature Lely Relyen	
7	(By the Chairman of the Board of Directors, President or other officer if shopted by
	OR
(By a director if adopted by the directors)	
•	OR
	(By an incorporator if adopted by the incorporators)
	Lydia Rodriguez
	Typed or jumized name
	_
	Incorporator
	Trie

# 970000 121B8