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PHONE: (305)541-3694

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NAME: NORTH FEDERAL SHELL, INC.

AUDIT NUMBER.....H97000003604

DOC TYPE.....BASIC AMENDMENT

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 3, 1997

NORTH FEDERAL SHELL, INC.  
200 N. FEDERAL HWY.  
FT. LAUDERDALE, FL 33301

SUBJECT: NORTH FEDERAL SHELL, INC.  
REF: P97000009174

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The document is illegible and not acceptable for microfilming.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Linda Stitt  
Corporate Specialist

FAX Aud. #: H97000003604  
Letter Number: 997A00010785

March 3, 1997

NORTH FEDERAL SHELL, INC.  
200 N. FEDERAL HWY.  
FT. LAUDERDALE, FL 33301

SUBJECT: NORTH FEDERAL SHELL, INC.  
REF: P97000009174

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H97000009174  
Letter Number: 297A00010909



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 14, 1997

NORTH FEDERAL SHELL, INC.  
200 N. FEDERAL HWY.  
FT. LAUDERDALE, FL 33301

SUBJECT: NORTH FEDERAL SHELL, INC.  
REF: P97000009174

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H97000003604  
Letter Number: 997A00013188

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ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF  
NORTH FEDERAL SHELL, INC.

FILED  
97 MAR 18 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
P97000009174

Article "I" of the Articles of Incorporation of NORTH FEDERAL SHELL, INC. was amended by the Corporation's Board of Directors and Shareholders on the 26<sup>th</sup> day of Feb., 1997, pursuant to § 607.1006, Florida Statutes, this Florida for Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the Corporation is NORTH FEDERAL SHELL, INC..

**SECOND:** Article I of the Article of Incorporation of NORTH FEDERAL SHELL, INC., is deleted and the new Article I shall read as follows:

"The name of the Corporation is: "NORTH  
FEDERAL GAS STATION, INC."

**THIRD:** The foregoing Amendment to the Articles of Incorporation was duly adopted by the unanimous vote of the Board of Directors and Shareholders of the Corporation on the 26 day of February, 1997.


IN WITNESS WHEREOF, the undersigned all of the Directors, Officers and Shareholders of this Corporation have executed these Articles of Amendment on the 26 day of February, 1997.

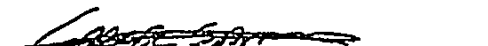
HARVEY D. ROGERS, ESQ.  
1401 N.W. 17th AVE.  
MIAMI, FL 33125  
(305) 325-0040  
FBN. 194330

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H97000003604

  
ARYE ROTSHYN, Director and  
 Shareholder, President

  
GABRIEL SARRY, Director and  
 Shareholder, Secretary

STATE OF FLORIDA     }  
                               }     S.S.  
 COUNTY OF DADE       }

The foregoing Articles of Amendment of NORTH FEDERAL SHELL, INC., were acknowledged before me this 26 day of Feb, 1997, by ARYE ROTSHYN and GABRIEL SARRY as the sole Directors and Shareholders, on behalf of said Corporation. Further, the above individuals are personally known to me, who affirmed and acknowledged that they are the sole Directors and Shareholders of the Corporation, and Officers.

  
 Notary Public State of Florida

My Commission Expires On:

Harvey D. Rogers  
 Notary Public, State of Florida  
 Commission No. CC 454897  
 My Commission Expires 06/17/99  
 1-800J-NOTARY - Fla. Notary Service & Docket Co.

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AK