

P97000029673

LISA B. CICERO, P.A.
ATTORNEY AT LAW

March 26, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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**Re: Annual Report and Amended Articles of Incorporation for
Milestone Development Holdings, Inc., n/k/a Milestone Carwash
Development, Inc.**

Dear Sir or Madam:

Enclosed are the Amended Articles of Incorporation for Milestone Development Holdings, Inc., document #P97000029673, whose date of incorporation was April 2, 1997. By these Amended Articles of Incorporation, the Corporation is changing its name to Milestone Carwash Development, Inc. Please file same and return a certified copy to me at the address printed below.

Once the Articles of Amendment have been filed, please file the Annual Report enclosed herein and wherein we have made changes to reflect the new officers and directors.

I have enclosed two checks: one for the filing of the Articles of Amendment in the amount of Forty Three Dollars and 75/100 (\$43.75) (\$35.00 for filing, and \$8.75 for a certified copy) and one in the amount of One Hundred Fifty Dollars (\$150.00) for the annual report filing fee.

Thank you for your assistance with this matter. Please do not hesitate to contact me if you have any questions.

Sincerely,

Lisa B. Cicero

Jose A. Rodriguez gave
authorization to add "S.H."
Approval was not required.
4/13 JB
Enclosures

VS APR 14 1999

FILED
99 APR -5 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

MILESTONE DEVELOPMENT HOLDINGS, INC.

(NOW KNOWN AS "MILESTONE CARWASH, INC.")

FILED
99 APR -5 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the officers, directors and incorporator of MILESTONE DEVELOPMENT HOLDINGS, INC., a Florida corporation whose Articles of Incorporation were filed on April 2, 1997, and assigned document number P97000029673, hereby declare:

The current name of the corporation is MILESTONE DEVELOPMENT HOLDINGS, INC.

The following amendments to the corporation's Articles of Incorporation were adopted by the board of directors at a meeting conducted on the 31st day of March 1999. Shareholder approval was not required.

1. Article I of the Articles of Incorporation is deleted in its entirety and replaced with the following:

ARTICLE I - NAME

The name of this Florida corporation shall henceforth be:

MILESTONE CARWASH DEVELOPMENT, INC.

The corporation survives as the same entity with its name changed. The purpose of this name change made by the Board of Directors is to emphasize the corporation's primary business, i.e., the purchase of real property for the establishment and development of a car wash.

2. Article IV of the Articles of Incorporation is deleted in its entirety and replaced with the following:

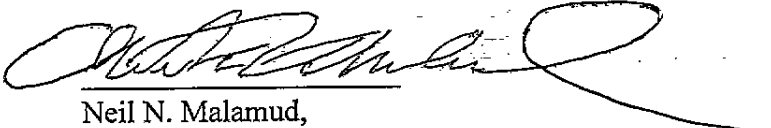
ARTICLE IV. BOARD OF DIRECTORS

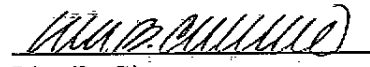
The name of each member of the Corporation's Board of Director henceforth shall be: Neil N. Malamud, William J. Schoenberg and Ronald Shenkin. The initial members of the Board of Directors were Lisa B. Cicero and Mathew J. Cicero, who have resigned from the Corporation and have surrendered their shares to the Treasury. The Board has authorized new shares as follows: Neil N. Malamud, 120 shares; William J. Schoenberg, 50 shares; Ron R. Shenkin, 25 shares and Corliss S. Shenkin, 25 shares.

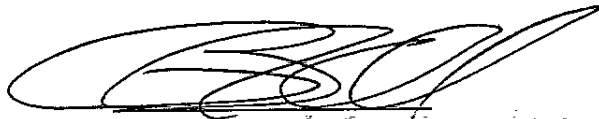
The affairs of the Corporation shall be managed by a Board of Directors consisting of no

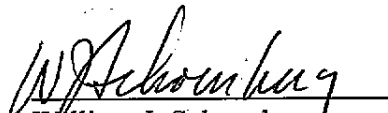
less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

IN WITNESS WHEREOF, the undersigned, as President, the incorporator and all of the directors, have executed these Articles of Amendment this 31st day of MARCH, 1999.


Neil N. Malamud,
as President and Director


Lisa B. Cicero,
as incorporator


Ronald R. Shenkin,
as Director


William J. Schoenberg,
as Director