

Division of Corporations

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Division of Corporations
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BASIC AMENDMENT
AUTOCENTRAL USA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

2/15/02
Amend
3 page

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AUTOCENTRAL USA, INC.

* * *

Pursuant to the provisions of Sections 607.1003 and 607.10025, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: AUTOCENTRAL USA, INC..
2. Amendment to Article III. Article III of the Articles of Incorporation is hereby

amended to read as follows:

Article III. The total number of shares of stock which the Corporation shall have the authority to issue shall be 50,000,000 shares of common stock of the par value of \$.001 per share.

3. Combination of Shares. The Corporation's outstanding shares of common stock, \$.001 par value per share, shall be and they are hereby automatically changed (without any further act) into 800,000 shares of common stock, \$.001 par value per share. Any fractional share interests that occur as a result of the foregoing change shall be increased to the next whole share.

The foregoing stock split shall be accomplished in the following manner:

(a) All certificates representing outstanding shares which are in existence as of the close of business on the Record Date of February 14, 2002 (the "Old Common Stock") shall thereafter, without any further action being taken, represent .0938 of the number of shares as they theretofore represented (the "New Common Stock").

(b) The appropriate officers of the Corporation are authorized and directed, as soon as practicable after the close of business on the Record Date, to request the shareholders to deliver their Old Common Stock Certificates to the

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corporation in exchange for stock certificates representing the appropriate number of shares of New Common Stock to which they shall be entitled pursuant to the foregoing reverse stock split.

(c) The Board of Directors of the Corporation or any executive committee thereof is empowered to adopt further rules and regulations concerning the foregoing stock split and to appropriately adjust any outstanding options, warrants or other securities which are convertible into shares of the Corporation's common stock.

4. Division of Shares. The Corporation's common stock, \$.001 par value per share, outstanding after the foregoing combination of shares shall be and they are hereby automatically changed (without any further act) into 2,016,060 shares of common stock, \$.001 par value per share. Any fractional share interests that occur as a result of the foregoing change shall be increased to the next whole share.

The foregoing stock split shall be accomplished in the following manner:

(a) All certificates representing outstanding shares which are in existence as of the close of business on the Record Date shall thereafter, without any further action being taken, represent the number of shares of New Common Stock they represented as a result of the foregoing combination of shares.

(b) The appropriate officers of the Corporation are authorized and directed, as soon as practicable after the close of the business on the Record Date, to cause to be issued to each shareholder of record as of the close of business on the Record Date certificates representing the additional shares of the Corporation's common stock to which they shall be entitled pursuant to the foregoing stock split. Such additional shares shall contain a restriction on the transfer or registration of transfer of such shares until February 11, 2003 at which time such restriction shall automatically lapse without any further action being taken.

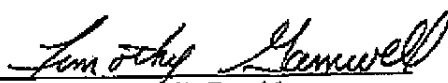
(c) The Board of Directors of the Corporation or any executive committee thereof is empowered to adopt further rules and regulations concerning the foregoing stock split to appropriately adjust any outstanding options, warrants or other securities which are convertible into shares of the Corporation's common stock, \$.001 par value.

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5. The authorized shares of the Corporation's common stock shall not be reduced by the combination of shares set forth herein.

6. The number of votes cast by the common stockholders, the only group entitled to vote was sufficient for approval. The foregoing amendments were adopted by the directors on February 14, 2002 and by the shareholders of the Corporation by written consent in accordance with Section 607.0704, Florida Statutes.

Dated: February 14, 2002


Timothy Gamwell, President