

LEONE & ASSOCIATES, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

11000 PROSPERITY FARMS ROAD, SUITE 104
PALM BEACH GARDENS, FLORIDA 33410
TEL: (407) 626-8876 • FAX: (407) 626-9411

PHILIP E. LEONE, C.P.A.

P97000085186

October 13, 1997

Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

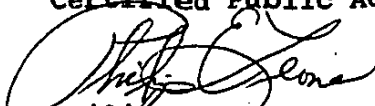
RE: TREASURE COAST CHAUFFEURING, INC.
Amendment of Articles of Incorporation

Dear Sirs:

Enclosed please find duly executed Amendment of Articles of Incorporation pertaining to the above referenced corporation. We are also enclosing our check number 3795 in the amount of \$87.50 as payment of the required filing fee and request for a certified copy of such amendment.

Please forward an acknowledgement of filing directly to the undersigned in due course.

Sincerely,
LEONE & ASSOCIATES, INC.
Certified Public Accountants


Philip E. Leone

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-10/16/97--01021--003
*****87.50 *****87.50

FILED
97 OCT 16 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Amended
TLL OCT 20 1997

AMENDMENT TO ARTICLES OF INCORPORATION
OF
TREASURE COAST CHAUFFEURING, INC.


FILED
97 OCT 16 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- I. The name of this Corporation is TREASURE COAST CHAUFFEURING, INC., which was duly incorporated on a October 2, 1997.
- II. The name, title and post office address of each of the officers of the Corporation are as follows:


President/Treasurer	Jami Zabrauskas 295 S.E. St. Lucie Blvd. Stuart, Florida 34996
Vice President/ Secretary	Stephen Zabrauskas 295 S.E. St. Lucie Blvd. Stuart, Florida 34996
- III. The name and post office address of each of the directors of the Corporation are as follows:

Jami Zabrauskas 295 S.E. St. Lucie Blvd. Stuart, Florida 34996	Stephen Zabrauskas 295 S.E. St. Lucie Blvd. Stuart, Florida 34996
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- IV. ARTICLE I of the ARTICLES OF INCORPORATION is hereby amended to change the name of the Corporation to ATLANTIC PRIVATE CAR SERVICE, INC.
- V. The Corporation has elected to change its name to ATLANTIC PRIVATE CAR SERVICE, INC. with the unanimous written consent of its shareholders and directors. A copy of the Resolutions of the Board of Directors and Shareholders are incorporated and attached hereto as Exhibits "A" and "B".

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation as of October 13, 1997, in Palm Beach County, Florida.

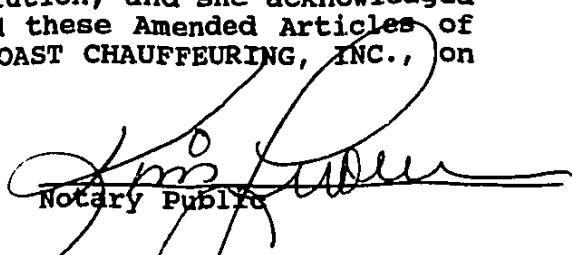

Jami Zabrauskas
President/Treasurer

ATTEST:


Stephen Zabrauskas
Vice President/Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

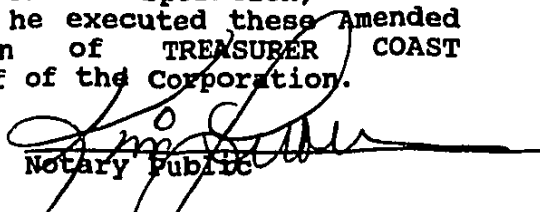
Before me personally appeared Jami Zabrauskas, known to me and known by me to be the person who executed the foregoing Articles of Dissolution, and she acknowledged before me that she executed these Amended Articles of Incorporation of TREASURE COAST CHAUFFEURING, INC., on behalf of the Corporation.


Notary Public

My commission expires Kim Fromm
COMMISSION # CC569519 EXPIRES
July 16, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared Stephen Zabrauskas known to me and known by me to be the person who executed the foregoing Amended Articles of Incorporation, and he acknowledged before me that he executed these Amended Articles of Incorporation of TREASURE COAST CHAUFFEURING, INC., on behalf of the Corporation.


Notary Public

My commission expires Kim Fromm
COMMISSION # CC569519 EXPIRES
July 16, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

EXHIBIT "A"

RESOLUTION OF BOARD OF DIRECTORS OF
TREASURE COAST CHAUFFERING, INC.

RESOLVED That in the judgement of this Board of Directors, It is deemed advisable and for the benefit of TREASURER COAST CHAUFFERING, INC., that said Corporation should change the name of the Corporation to be ATLANTIC PRIVATE CAR SERVICE, INC. and to that end, as required by law, it is ordered that a meeting of those shareholders of said Corporation having voting power to take action upon this resolution is hereby called, to be held at the principal office of its incorporator, at 11000 Prosperity Farms Road, Suite #104, Palm Beach Gardens, FL 33410, as of October 13, 1997 at 3:00 PM and

I, Stephen Zabrauskas, do hereby certify that I am the duly elected and qualified Secretary and the keeper of the records and corporate seal of TREASURE COAST CHAUFFEURING, INC. a corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with the law and the Bylaws of said Corporation as of October 13, 1997 and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed, this 13th day of October, 1997.


Stephen Zabrauskas
Secretary

EXHIBIT "B"

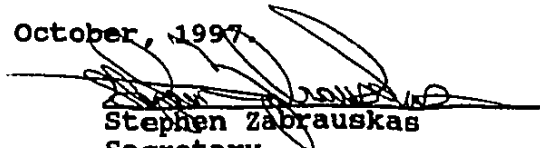
RESOLUTION OF SHAREHOLDERS OF
TREASURE COAST CHAUFFEURING, INC.

RESOLVED, That TREASURE COAST CHAUFFEURING, INC. amends its Articles of Incorporation to change the name of the Corporation to ATLANTIC PRIVATE CAR SERVICE, INC.

RESOLVED FURTHER, That Jami Zabrauskas, President and Treasurer and Stephen Zabrauskas, Vice President and Secretary of TREASURE COAST CHAUFFEURING, INC., are hereby authorized and directed to file the necessary Amendments of Articles of Incorporation for this Corporation with the Secretary of State of the State of Florida, and

I, Stephen Zabrauskas, do hereby certify that I am the duly elected and qualified Secretary and the keeper of the records and corporate seal of TREASURE COAST CHAUFFEURING, INC. a corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of the resolution duly adopted at a meeting of the Shareholders thereof, convened and held in accordance with law and the Bylaws of said Corporation as of October 13, 1997, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed, this 13th day of October, 1997.


Stephen Zabrauskas
Secretary