P980000003582

February 9, 1998

Amendment Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT:

High Performance Motor Cars, Inc.

Articles of Amendment

Enclosed is an original and one (1) copy of the articles of amendment and a check in the amount of \$87.50 for the filing fee and a certified copy.

Steven T. Richart

1270 Belle Avenue, Suite 110

Winter Springs, FL 32708

(407) 696-0164

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Amend

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RETARY OF STATE
AHASSEE, FLORIDA

Articles of Incorporation Assigned Downert Number

P9800003582 Jan 13, 1998

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



HIGH PERFORMANCE MOTOR CARS, INC.

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 adopted: ARTICLE VI & ARTICLE VII (additions):

ARTICLE VI: CORPORATE OFFICERS

The following are corporate officers of High Performance Motor Cars, Inc.:

Danny Steve Richart, President

Steven T. Richart, Vice President & Treasurer

ARTICLE VII: BOARD OF DIRECTORS

Board of Directors for High Performance Motor Cars, Inc. are Danny Steve Richart and Steven T. Richart. Rose M. Richart is the Secretary to the Board.

SECOND: No exchange, reclassification or cancellation to issued shares were made.

THIRD: The date of each amendment's adoption is February 9, 1998.

FOURTH: The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signature:

Signature:

Steven T. Richart

Typed or printed name

Vice President

Title