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The Law Offices of
Howard L. Kuker

508 Dadeland Towers North
9200 South Dadeland Boulevard
Miami, Florida 33156

Telephone: (305) 670-0987
Facsimile: (305) 670-1450

March 13, 2001

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

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*****87.50 *****87.50

RE: MARTINO TIRE COMMERCIAL &
RETREADING CO.

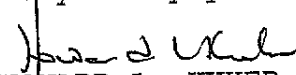
Gentlemen:

Enclosed please find the following items for the above referenced corporation:

1. Articles of Amendment of Articles of Incorporation Of Martino Tire Commercial & Retreading Co.; and
2. A check in the amount of \$87.50 representing the \$35.00 filing fee and the \$52.50 for a certified copy.

Kindly provide me with a certified copy of the Articles of Amendment in the enclosed self addressed stamped envelope provided for your convenience.

Very truly yours,


HOWARD L. KUKER

HLK:zs

Enclosures

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FILED
01 MAR 16 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF
MARTINO TIRE COMMERCIAL & RETREADING CO.

1. ARTICLE I of the Articles of Incorporation of MARTINO
TIRE COMMERCIAL & RETREADING CO., is amended to read as follows:

ARTICLE I

CORPORATE NAME

The name of this corporation shall be:

MTC HOLDINGS INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. Article VII of the Articles of Incorporation of MARTINO
TIRE COMMERCIAL & RETREADING CO., is amended to read as follows:

Article VII

INITIAL DIRECTORS

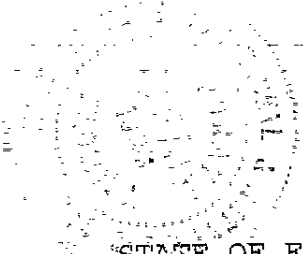
The name and post office address of each member of the first
Board of Directors is:

<u>Name</u>	<u>Address</u>
ANSELME MARTINO	c/o MTC Management Company 13155 SW 132 Avenue Miami, Florida 33186
SALOMON MARTINO	c/o MTC Management Company 13155 SW 132 Avenue Miami, Florida 33186
EDWARD E. MARTINO	c/o MTC Management Company 13155 SW 132 Avenue Miami, Florida 33186

3. The foregoing Amendments were adopted by the unanimous

vote of the shareholders and directors of MARTINO TIRE COMMERCIAL & RETREADING CO. on November 24, 2000.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on November 24, 2000.


Anselme Martino
ANSELME MARTINO, President

Salomon Martino
SALOMON MARTINO, Secretary

(SEAL)

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

Before me personally appeared ANSELME MARTINO, and SALOMON MARTINO, to me well known and known to me to be the individuals described in and who executed the foregoing instrument as President and Secretary of the above named MARTINO TIRE COMMERCIAL & RETREADING CO. and the severally acknowledged to and before me that they executed such instrument as such President and Secretary respectively of said Corporation and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that it was affixed to said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal, on this 24TH day of November, 2000.

Beatriz M. Gutierrez
NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

My commission expires:

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OFFICIAL NOTARY SEAL
BEATRIZ M GUTIERREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC747129
MY COMMISSION EXP. JUNE 12002

WRITTEN CONSENT OF
SHAREHOLDERS AND DIRECTORS

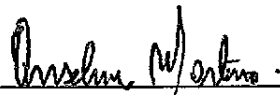
We, the undersigned, constituting all of the Shareholders and Directors of MARTINO TIRE COMMERCIAL & RETREADING CO., a Florida Corporation, take the following action by unanimous written consent pursuant to the provisions of Sections 607.0704 and 607.0821, Florida Statutes:

WHEREAS, the purpose of the Corporation has changed and it is therefore desirable to change the name of the Corporation, it is

RESOLVED THAT, the Corporation change its name from MARTINO TIRE COMMERCIAL & RETREADING CO. to MTC HOLDINGS, INC. and the Officers are hereby authorized and directed to execute and file Articles of Amendments with the Florida Secretary of State.

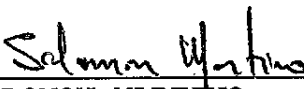
IN WITNESS WHEREOF, the undersigned, constituting all of the shareholders and directors of MARTINO TIRE COMMERCIAL & RETREADING CO., have signed this written consent on the dates set opposite our names below.

DATED: November 24, 2000



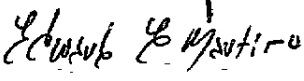
ANSELME MARTINO

DATED: November 24, 2000



SALOMON MARTINO

DATED: November 24, 2000



EDWARD E. MARTINO