

P98000067860

WITH THE
COMPLIMENTS
OF

ROBERT L. SONFIELD, JR.
MANAGING DIRECTOR

Sally Seraj (Houston CT & C)
asked me to send this
directly to you
SONFIELD & SONFIELD
A Professional Corporation
ATTORNEYS AT LAW

Please call me as
soon as you get this -

770 SOUTH POST OAK LANE
HOUSTON, TEXAS 77056-1913
TELEPHONE (713) 877-8333
FACSIMILE (713) 877-1547
RSONFIELD@COMPUSERVE.COM

Thanks -
Danyel Owens
713-877-8333

Office Use Only

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 DEC -4 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00

DEC 4 1998

Examiner's Initials

TLD

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BE ACQUISITION CORP.**

FILED
98 DEC -4 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(s) adopted:

That Articles of Incorporation be and it hereby is amended to read as follows:

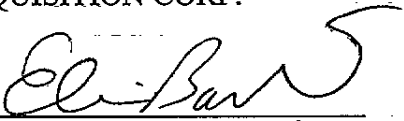
FIRST: The name of the Corporation is Brakes Express, Inc.

SECOND: The date of each amendment's adoption is August 5, 1998.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 1st day of August, 1998.

BE ACQUISITION CORP.

By: 
Name: ELI BARTO
Title: Pres.