

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bell Distribution Services Inc

400002705654--4
-12/08/98--01009--018
*****35.00 *****35.00

Name Change
____ Art of Inc. File
____ LTD Partnership File
____ Foreign Corp. File *Amend*
____ L.C. File
____ Fictitious Name File
____ Trade/Service Mark
____ Merger File
✓ *Photo* Art. of Amend. File
____ RA Resignation
____ Dissolution / Withdrawal
____ Annual Report / Reinstatement
____ Cert. Copy
✓ Photo Copy
____ Certificate of Good Standing
____ Certificate of Status
____ Certificate of Fictitious Name
____ Corp Record Search
____ Officer Search
____ Fictitious Search
____ Fictitious Owner Search
____ Vehicle Search
____ Driving Record
____ UCC 1 or 3 File
____ UCC 11 Search
____ UCC 11 Retrieval
____ Courier

FILED
98 DEC 10 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 DEC -8 AM 9:29
DIVISION OF CORPORATIONS

*00789, 00524, 00580, 00672

Signature _____

Requested by: *CD*

Name _____

Date *12-8-98*

Time *11:00*

Walk-In _____

Will Pick Up _____

APR
12/10/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32302

SUBJECT: BELL DISTRIBUTION SERVICES, INC.
Ref. Number: P98000080846

We have received your document for BELL DISTRIBUTION SERVICES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please give the date of adoption by the shareholders.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

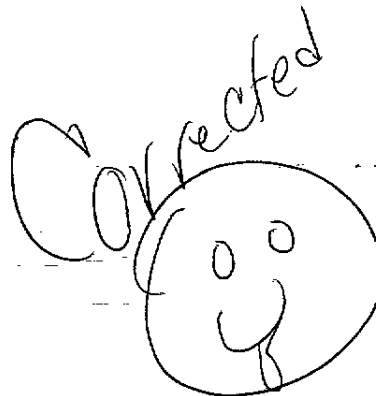
Annette Ramsey
Corporate Specialist

Letter Number: 998A00057904

RECEIVED

98 DEC 10 AM 10:12

DIVISION OF CORPORATIONS



ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BELL DISTRIBUTION SERVICES, INC.

98 DEC 10 PM 2:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the undersigned, being the duly elected and acting President and Secretary of BELL DISTRIBUTION SERVICES, INC., a Florida Corporation (the "Corporation") do hereby certify that the below listed amendment to the Articles of Incorporation of the Corporation was adopted by unanimous resolution of the Board of Directors and by at least a majority vote of the membership. The membership adopted the amendments at the meeting held on November 17, 1998, and the number of votes cast for the amendment was sufficient for approval.

AMENDMENT ADOPTED: Article I of the Articles of Incorporation is hereby amended to change the corporate name from BELL DISTRIBUTION SERVICES, INC., to NAPLES PRESTIGE AUTO, INC.

IN WITNESS WHEREOF, the undersigned has hereunto set their hands and the seal of the corporation.

BELL DISTRIBUTION SERVICES, INC.,
a Florida corporation

By: Pierre Bellemare
Name: PIERRE BELLEMARE
Its: President and Secretary

STATE OF FLORIDA)
)ss:
COUNTY OF COLLIER)

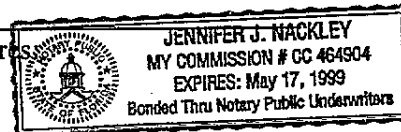
The foregoing instrument was acknowledged before me this 3 day of December, 1998, by Pierre Bellemare, as President and Secretary of BELL DISTRIBUTION SERVICES, INC., a Florida corporation, on behalf of said corporation. He is (☒) personally known to me or has (☐) produced _____ as identification.

J. J. Nackley
Notary Public, State of Florida

Jennifer J. Nackley
Printed Name of Notary Public

Serial Number: _____

My Commission Expires _____



**MINUTES
OF SPECIAL MEETING OF
BOARD OF DIRECTORS
OF
BELL DISTRIBUTION SERVICES, INC.,
a Florida corporation**

A Special Meeting of the Board of Directors of Bell Distribution Services, Inc., a Florida corporation, was held at its offices in Naples, Florida on November 17, 1998, at 9:00 a.m. of that day.

Present: Pierre Bellemare, the sole director, thereby constituting full membership of the board.

Pierre Bellemare presided as Chairman and Secretary of the meeting.

The Chairman called the meeting to order and the Secretary then presented and read a Waiver of Notice of Special Meeting of Board of Directors of the meeting signed by the sole Director, which was ordered filed.

A proposed form of Articles of Amendment to Articles of Incorporation for Bell Distribution Services, Inc., for the purpose of changing the name of the corporation to Naples Prestige Auto, Inc., was read in full, unanimously adopted and ordered to be made a part of the permanent records of the corporation, to follow the Articles of Incorporation in the minute book.

Upon motion duly made, seconded and carried it was:

RESOLVED AS FOLLOWS:

1. The Articles of Amendment to the Articles of Incorporation of Bell Distribution Services, Inc., be and the same hereby are approved, adopted, and ordered to be filed in the office of the Secretary of State and made a part of the permanent records of the corporation, to follow the Articles of Incorporation in the minute book.


The Chairman next discussed that a new corporate minute book reflecting the new name of the corporation be ordered and that a new corporate seal be ordered reflecting the new name of the corporation.

Upon motion duly made, seconded and carried it was:

RESOLVED AS FOLLOWS:

1. The Chairman is hereby authorized to order a new corporate minute book and a new corporate seal reflecting the new name of the Corporation as "Naples Prestige Auto, Inc."; and
2. All acts of the officers, incorporators, promoters, directors and stockholders subsequent to the date of incorporation to the present date be and the same hereby are ratified and confirmed.


There being no further business to be transacted at this meeting, it was on motion duly made, seconded and carried, duly adjourned.


Pierre Bellemare, Chairman and Secretary

Dated: 12/3/98, 1998

**WAIVER OF NOTICE
OF SPECIAL MEETING OF
BOARD OF DIRECTORS
OF
BELL DISTRIBUTION SERVICES, INC.,
a Florida corporation**

The undersigned, being the directors of Bell Distribution Services, Inc., a corporation organized under the laws of the State of Florida, do hereby waive all of the statutory requirements as to notice of the time, place and purpose of the Special Meeting of Board of Directors of said corporation, and the publication thereof, and consent that the meeting shall be held at the offices of Bell Distribution Services, Inc., located in Naples, Florida, on November 17, 1998, at 9:00 a.m., and consent to the transaction of any and all business that may properly come before the meeting.


Pierre Bellemare, Director and Chairman