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BERING HYUNDAI OF MIAMI, INC.  
6767 NW 74 AVENUE  
MIAMI, FL 33166  
TEL: (305) 863-0727  
FAX: (305) 863-0726

FILED  
99 MAY 20 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 17, 1999

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

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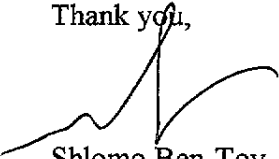
-05/20/99-01098-013

\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Sir or Madam,

We are enclosing a copy of Amendments to the Articles of Incorporation for the above company.  
Please do not hesitate to contact our office, should you have any questions.

Thank you,

  
Shlomo Ben-Tov  
Director

Amend. € N/C

JUN 1 1999



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BERING HYUNDAI OF MIAMI, INC.**

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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:** Amendments adopted: The Corporation has authorized to amend Article I of the Articles of Incorporation and change the name of the Corporation to be:

B H OF MIAMI, INC.

It is further resolved to change the address of the principle office of the Corporation to:

6767 NW 74 AVENUE, MIAMI, FL 33166

**SECOND:** Amendment adopted: The Corporation has issued 10 shares of common stock to  
Shlomo Ben-Tov.

**THIRD:** Amendment adopted: The Corporation has elected the following officers:

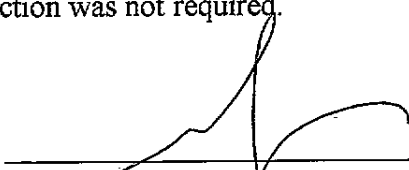
SHLOMO BEN-TOV  
ELENA BEN-TOV

PRESIDENT, VICE PRESIDENT  
SECRETARY, TREASURER

**FOURTH:** The date of each amendment's adoption: March 31, 1999

**FIFTH:** Adoption of Amendments: The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 17th day of May, 1999.

  
Shlomo Ben-Tov, Director