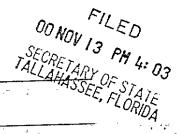


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NEW FILINGS Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A. Change of Registere Dissolution/Withdra Merger	ed Agent
OTHER FILINGS Annual Report Fictitious Name	REGISTRATION/QUA Foreign Limited Partnership Reinstatement Trademark Other	

CR2E031(7/97)

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

J L USED PARTS, INC.



(present name)

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: (indicate article number(s) being amended, added or deleted)

PEDRO P CABRERA Added Deleted MIRNA E AMAYA ARTICLE IV PEDRO P CABRERA Added ARTICLE VIII MIRNA E AMAYA Deleted Added DAVID A OSORIO Deleted ANET PEREZ PEDRO P CABRERA Added Deleted ARTICLE IX MIRNA E AMAYA Added Deleted ANET PEREZ DAVID A OSORIO

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THRU): T	The date of each amendment's adoption: OCTOBER 02, 2000	
FOUR	ΓH:	Adoption of Amendment(s) (CHECK ONE)	
	図	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
		The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
"The number of votes cast for the amendment(s) was/were sufficient			
		for approval by	
		voting group	
		The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
		The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
Signatu	C	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	
OR			
		(By a director if adopted by the directors)	
		OR	
		(By an incorporator if adopted by the incorporators)	
		PEDRO P CABRERA	
		Typed or printed name	
PRESIDENT			
Title			

, *

CORPORATE ACTION BY CONSENT OF THE SHAREHOLDERS AND DIRECTORS OF J L USED PARTS, INC.

As permitted by law, the undersigned, MIRNA E. AMAYA, Shareholder and Director, and DAVID A. OSORIO, Shareholder and Director, being all of the shareholders and directors of the above corporation, unanimously adopt the following corporate action(s) without a meeting.

I. ELECTION OF DIRECTORS. The following two persons are elected as Directors replacing MIRNA E. AMAYA and DAVID A. OSORIO, for the terms indicated, as provided in the bylaws:

Name: PEDRO P. CABRERA

Term: Until successor elected and qualified

Name: ANET PEREZ

Term: Until successor elected and qualified

II. ELECTION OF NEW OFFICERS. The current officers are replaced by a new President, Vice-President, Secretary and Treasurer, elected as follows:

President: PEDRO P. CABRERA

Vice-President: ANET PEREZ

Secretary: ANET PEREZ

Treasurer: PEDRO P. CABRERA

III. ȚRANSFER OF STOCK. The current shareholders, MIRNA E. AMAYA AND DAVID A. OSORIO, approve the transfer and assignment of all the shares of stock that they own as follows:

to PEDRO P. CABRERA.

250 Shares

to ANET PEREZ

250 Shares

MIRWA E. AMAYA

October 1, 2000

Date

October 1, 2000

Date

DAVIDAJOSORIO