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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RAY'S EXPORT USED AUTO PARTS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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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 checked="" 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

Amend
11-12-99
MKS

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

RAY'S EXPORT USED AUTO PARTS, INC.

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RECORDING DEPT. OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of incorporation:

FIRST: Amendment(s) adopted:

See Attachment

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:

THIRD: The date of each amendment's adoption: November 9, 1999

FOURTH: Adoption of Amendments (s):

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

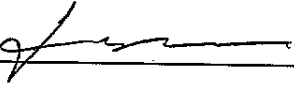
_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

XXX The amendment(s) was/were adopted 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 number of votes cast for the amendment(s) was/were sufficient for the approval by:
The shareholders.

Signed this 9th day of November, 1999.

Signature _____

Juan C. Carcases

(Typed or printed name)

President

(Title)

ARTICLES OF AMENDMENT- ATTACHMENT

Article VI:

The names and street addresses of the Board of Directors and Officers of this corporation are:

Jose L. Fuentes
800 NE 12th Ave. #M-262
Homestead, FL 33030

President/
Director

Juan C. Carcases
4601 SW 127th Court
Miami, FL 33175

Secretary/
Treasurer/
Director