

P99000026328

Florida Department of State

Division of Corporations

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Account Number : 072450003255
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

TIREMALL.COM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

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DIVISION OF CORPORATIONS

AMEND
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TIREMALL.COM, INC.

FILED
00 JAN 14 PM 3:11
TALLAHASSEE, FL
SECRETARY OF STATE

The undersigned, Robert D. Balogh, President and a member of the board of directors of TIREMALL.COM, INC., a Florida corporation, organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify that:

1. The name of the Corporation is TIREMALL.COM, INC., document number P99000026328.

2. The following provision of the Articles of Incorporation of the Corporation is amended in the following particular:

ARTICLE IV deleted and replaced with the following:

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of all classes of capital stock which the Company shall have the authority to issue is 20,000,000 shares of common stock, par value \$.01 per share (the "Common Stock") and 1,000,000 shares of preferred stock, par value \$.01 per share (the "Preferred Stock").

The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Articles.

THIS DOCUMENT PREPARED BY:
ALBERTO I. DE CARDENAS, ESQUIRE
Florida Bar No. 102652
Broad and Cassel
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131
(305) 373-9400

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3. The foregoing Amendment was adopted on December 6, 1999, by a unanimous written consent of the Corporation's Board of Directors pursuant to Section 607.0821 of the Florida Statutes and was approved by the shareholders of the Corporation by a unanimous written consent pursuant to Section 607.0704 of the Florida Statutes, representing the number of votes cast by the shareholders for the Amendment sufficient for approval by the shareholders.

4. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned President and member of the board of directors of the Corporation has executed these Articles of Amendment this 10 day of January, 2000.

TIREMALL.COM, INC., a Florida corporation

By: 
Robert D. Balogh, President and Director

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**JOINT WRITTEN CONSENT OF THE
BOARD OF DIRECTORS
AND SHAREHOLDERS OF
TIREMALL.COM, INC.**

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THE UNDERSIGNED, constituting all of the members of the Board of Directors (the "Board") and shareholders (the "Shareholders") of TIREMALL.COM, INC., a Florida corporation (the "Company"), pursuant to Sections 607.0821 and 607.0704, Florida Business Corporation Act, do hereby consent that when all of the undersigned have signed this consent or an exact counterpart hereof, the resolutions set forth below shall be deemed to have been adopted by the Board to the same extent as if adopted at a formal meeting, duly called and held by the Board for the purpose of acting upon proposals to adopt such resolutions.

Authorized Shares and Preferred Stock

WHEREAS, the Board and the Shareholders deem it to be in the best interest of the Company to authorize an amendment to the Company's Articles of Incorporation to increase the authorized capital from 1,000 shares of common stock, par value \$.10 per share, to 20,000,000 shares of common stock, par value \$.01 per share, and to create a preferred class of stock consisting of 1,000,000 shares of preferred stock, \$.01 par value per share.

NOW, THEREFORE, BE IT RESOLVED, that Article IV of the Articles of Incorporation of the Corporation shall be deleted and replaced with the following:

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of all classes of capital stock which the Company shall have the authority to issue is 20,000,000 shares of common stock, par value \$.01 per share (the "Common Stock") and 1,000,000 shares of preferred stock, par value \$.01 per share (the "Preferred Stock").

The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Articles.

FURTHER RESOLVED, that the appropriate officers of the Company are authorized, empowered and directed to cause to be filed Articles of Amendment to Articles of Incorporation to reflect the foregoing amendment;

FURTHER RESOLVED, that the remaining provisions of the Articles of Incorporation shall remain unchanged;

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H00000002356**Stock Split**

RESOLVED, the Company shall effect a stock split in the form of a stock dividend to holders of record on December 6, 1999 of 1,000 shares of Common Stock for each share of Common Stock currently issued and outstanding;

Amended and Restated Bylaws

RESOLVED, that the Amended and Restated Bylaws of the Company, in substantially the form set forth as Exhibit A to these resolutions, be and hereby are approved and adopted.

General Ratification and Authorization

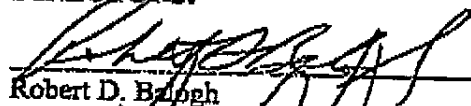
RESOLVED, that in addition to and without limiting the foregoing, the proper officers of the Company be, and each of them hereby is, authorized, empowered and directed to take, or cause to be taken, such further action, to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Company, all such instruments and documents as such officer may deem appropriate in order to effect the purpose or intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all action heretofore taken by the officers and agents of the Company in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Company.

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IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board, have executed this Written Consent as of the 6th day of December, 1999.

DIRECTORS:


Robert D. Balogh


Robert G. Balogh


Bret M. Balogh

SHAREHOLDERS:


Robert D. Balogh


Robert G. Balogh


Bret M. Balogh

Dated: December 6, 1999

Dated: December 6, 1999

Dated: December 6, 1999

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