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VIA FEDERAL EXPRESS

September 5, 2000

Secretary of State of Florida  
Corporations Division - Amendments  
409 East Gaines Street  
Tallahassee, FL 32399

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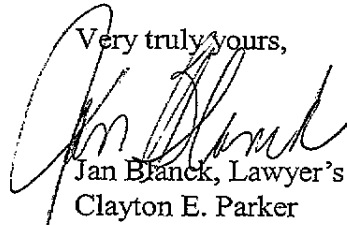
Re: **Parts-Smart.com, Inc.**

Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Amendment, in duplicate, to the Articles of Incorporation of Parts-Smart.com, Inc. Also enclosed is our check in the amount of \$43.75 in payment of filing fees and a certified copy. Please forward the certified copy of the Amendment to me.

Thank you for your cooperation with this matter.

Very truly yours,

  
Jan Blanck, Lawyer's Assistant to  
Clayton E. Parker

cc: Clayton E. Parker, Esq.

Amend  
9-18-00  
ms

FILED  
00 SEP -6 PM 3:36  
TALLAHASSEE, FLORIDA  
STATE

FILED  
00 SEP -6 PM 3:36  
TALLAHASSEE, FLORIDA  
CLERK OF THE CIRCUIT COURT

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF PARTS-SMART.COM, INC., A FLORIDA CORPORATION**


In accordance with the terms of Section 607.1006 of the Florida Business Corporation Act, Parts-Smart.com, Inc., a Florida corporation, hereby adopts the following amendment to its Articles of Incorporation:

**ARTICLE V**  
**CAPITAL STOCK**

The maximum number of shares of stock which this Corporation is authorized to issue is 500,000 shares of common stock having a par value of \$.01 per share.

In accordance with Section 607.1003 of the Act, the foregoing amendment to the Articles of Incorporation was adopted by majority written consent of the shareholders dated August 23, 2000, and therefore, the number of votes cast in favor of the amendment was sufficient for its approval.

**Parts-Smart.com, Inc.,  
a Florida corporation**

By:   
John Clements, President

Date: SEPTEMBER 1<sup>ST</sup>, 2000