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October 20, 1999

VIA AIRBORNE EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Superior Auto Salon & Express Lube, Inc.

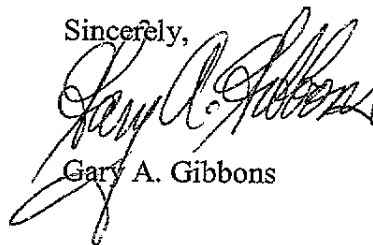
Dear Sir/Madam:

Enclosed for filing please find Articles of Amendment to the Articles of Incorporation of Superior Auto Salon & Express Lube, Inc., along with our check in the amount of \$35.00 for the filing fee.

Once filing is completed, please forward a stamped copy of the Amendment to the Articles to the undersigned in the enclosed stamped, self-addressed envelope.

Thank you for your assistance in this matter.

Sincerely,



Gary A. Gibbons

GAG/dr
Enclosures

cc: Stephen Woolsey
Diana Fritzsche

N/c

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-10/21/99-01064-007
*****35.00 *****35.00

FILED
99 OCT 21 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V. SHEPARD NOV 1 1999

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
SUPERIOR AUTO SALON & EXPRESS LUBE, INC.**

FILED
99 OCT 21 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is Superior Auto Salon & Express Lube, Inc. (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE I - NAME

The name of the Corporation shall be S&D AutoCare, Inc. The initial mailing address of the Corporation shall be 17101 Carrington Park Drive, #403, Tampa, Florida 33647.

3. This Amendment was recommended by the Board of Directors to the Corporation's Shareholders on October 8, 1999.

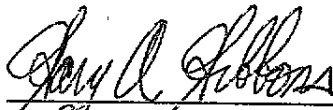
4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's Shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.


5. This Amendment was unanimously approved by the Board of Directors of the Corporation on October 8, 1999.


IN WITNESS WHEREOF, Superior Auto Salon & Express Lube, Inc. has caused these Articles of Amendment to be executed on this 20 day of October, 1999.

WITNESSES:

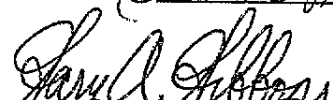
**SUPERIOR AUTO SALON & EXPRESS
LUBE, INC., a Florida corporation**

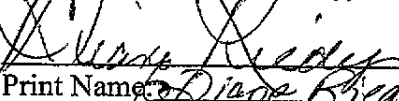

Print Name: Gary A. Gibbons

By: 
Stephen Woolsey, Director


Print Name: Diane Riedy

By: 
Diana Fritzsche, Director


Print Name: Gary A. Gibbons


Print Name: Diane Riedy

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THE FOREGOING INSTRUMENT was acknowledged before me this 20
day of October, 1999, by Stephen Woolsey, as Director of Superior Auto
Salon & Express Lube, Inc., a Florida corporation, who [☒] is personally known to me,
or [] has produced _____ as identification.



Gary A. Gibbons
Commission # CG 848458
Expires Aug. 3, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Notary Public, State of Florida
Print Name: Gary A. Gibbons
Commission No.: _____
My Commission Expires: _____

[AFFIX NOTARIAL SEAL]

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THE FOREGOING INSTRUMENT was acknowledged before me this 20
day of October, 1999, by Diana Fritzsche, as Director of Superior Auto
Salon & Express Lube, Inc., a Florida corporation, who [☒] is personally known to me,
or [] has produced _____ as identification.

Notary Public, State of Florida
Print Name: Gary A. Gibbons
Commission No.: _____
My Commission Expires: _____

[AFFIX NOTARIAL SEAL]



Gary A. Gibbons
Commission # CG 848458
Expires Aug. 3, 2003
Bonded Thru
Atlantic Bonding Co., Inc.