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590 ROYAL PALM BEACH BLVD.
ROYAL PALM BEACH, FLORIDA 33411

October 22, 1999

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: TROPIC MOTORS, INC.

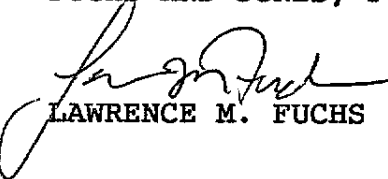
Dear Sirs:

Enclosed please find Resolution and Amendment of Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$35.00 for filing.

Should you have any questions or require additional information, please don't hesitate to contact this office.

Very truly yours,

FUCHS AND JONES, P.A.


LAWRENCE M. FUCHS

LMF:p

Enclosures

CC: Tropic Motors, Inc.

600003023606-5
-10/25/99--01081--003
*****35.00 *****35.00

FILED
99 OCT 25 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. LEWIS NOV 3 1999

AMENDMENT OF ARTICLES OF INCORPORATION
OF TROPIC MOTORS, INC.

1. The Articles of Incorporation are hereby amended to change the name of the Director, President, Secretary and Treasurer of the corporation from HENK SCHIFFER to HENRY SCHIFFER.

3. The board of directors adopted this amendment by resolution on October 22nd, 1999, upon the unanimous vote of the Shareholders.

Henk Schiffer
HENK SCHIFFER
Secretary

FILED
99 OCT 25 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority personally appeared HENK SCHIFFER, known to me as the person who signed the above Amendment and acknowledged that he signed for the purposes stated therein, this 22nd day of October, 1999. He is personally known to me or produced Fla. drivers license as identification and did [did not] take an oath.

Pamela M. Jones
NOTARY PUBLIC
My commission expires:



PAMELA M. JONES
COMMISSION # CC 637122
EXPIRES MAY 20, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

RESOLUTION

BE IT RESOLVED that the Articles of Incorporation are hereby amended to change the name of Director, President, Secretary and Treasurer of the corporation from HENK SCHIFFER to HENRY SCHIFFER, effective upon filing with the Secretary of State.


HENK SCHIFFER
Secretary

Dated: 10-22-99