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MICHAEL ORTIZ

LISSETTE BENITEZ ORTIZ

January 22, 2001

Priority Mail

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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RE: Goldparts International, Inc.
Client File Number 385

FILED
01 JAN 26 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Enclosed herewith please find an original and one (1) copy of the Amendment to the Articles of Incorporation (the "Amendment") of the above-referenced Corporation. Also enclosed is a check in the amount of Forty Three Dollars and Seventy-Five Cents (\$43.75) in payment the following fees:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Total	\$43.75

Please acknowledge your receipt of the enclosed Amendment and check by signing the enclosed acknowledgment copy of this letter and returning it to me in the envelope provided, together with the certified copy of the Amendment upon their filing.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

MICHAEL ORTIZ, P.A.

Lissette Ortiz for
MICHAEL ORTIZ, ESQ.

Amend

T BROWN JAN 30 2001

RECEIPT is hereby acknowledged of the above letter and its enclosures this ____ day of _____, 2001.

SECRETARY OF STATE

By: _____

FA#

**AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
GOLDPARTS INTERNATIONAL, INC.**

The undersigned does hereby execute, acknowledge and file the following Amendment to the Articles of Incorporation of GOLDPARTS INTERNATIONAL, INC.

FILED
01 JAN 26 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is GOLDPARTS INTERNATIONAL, INC.
2. The Articles of Incorporation are amended as follows:
 - a. By deleting the text of Article III in its entirety, and by substituting in lieu thereof, the following text:


"The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 200 shares of common stock, which shares shall be of no par value.

All stock is to be issued as fully paid and exempt from assessment."

- b. In all other respects, such Articles shall remain unchanged.
3. This Amendment was adopted by a written statement signed by the Director and the sole Stockholder on December 28, 2000 pursuant to Section 607.1006 of the Florida Statutes, and the number of votes cast for the amendment was sufficient.
4. The effective date of this Amendment shall be upon the filing of this Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being a Director of the above named corporation, does hereby make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes this Amendment to the Articles of Incorporation this 16 day of January, 2001.

By:



EMANUEL GOEDSCHMIDT, Director
President

MICHAEL ORTIZ, ESQ.
FBN: 239585
328 Minorca Avenue, 2nd Floor
Coral Gables, Florida 33134
FA#: