

554567

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July 17, 1997

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Corporate Records Bureau
Division of Corporations
Florida Dept. of State
PO Box 6327
Tallahassee, FL 32314

RE: ALAN'S DISCOUNT MUFFLER, INC.-AMENDMENT CHANGING CORPORATE NAME

Ladies and Gentlemen:

Enclosed is original and one copy of Articles of Amendment to the Articles of Incorporation of the above corporation for filing, together with our check in the amount of \$35.00 to cover your fees.

Thank you for your assistance.

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-07/22/97--01069--008
*****35.00 *****35.00

Very truly yours,

BATES & BROWN
Attorneys at Law

By Ause Brown
Ause Brown

AB/jc
Enclosures
Check No. 2795

FILED
97 AUG - 7 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JPD 8/7

N/C Ameral

ARTICLES OF AMENDMENT

1.. The following provisions of the Articles of Incorporation of ALAN'S DISCOUNT MUFFLER, INC., a Florida for profit corporation, filed with the Secretary of State, Tallahassee, Florida, on May 22, 1991, be, and they are hereby amended in the following respects:

ARTICLE I is hereby amended to read as follows:

"The name of the corporation shall be ARIELALAN, INC."

2. The foregoing amendment was unanimously adopted by the Board of Directors of the corporation at a special meeting held on July 31, 1997, and the number of votes cast in favor of the amendment was sufficient for approval inasmuch as all of the Directors were present and voted in favor of the proposed amendment.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Amendment this 17th day of July, 1997.

31/7

ALAN'S DISCOUNT MUFFLER, INC.

By Alan E. Montane
Its President

ATTEST:

[Signature]
Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF ALACHUA

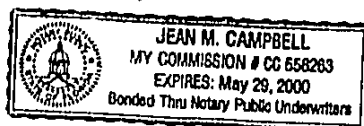
BEFORE ME, the undersigned authority, personally appeared ALAN E. MONTANE AND ARIEL MONTANE President and Secretary, respectively, who are personally known to me OR who produced

as identification, and who executed the foregoing Articles of Amendment and acknowledged before me that they executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 17th day of July, 1997.

Jean M. Campbell

Jean M. Campbell
NOTARY PUBLIC



CERTIFICATE OF AMENDMENT
OF
ALAN'S DISCOUNT MUFFLER, INC.

The undersigned, as Secretary of ALAN'S DISCOUNT MUFFLER, INC., a Florida corporation, does hereby certify that the following amendment to the Bylaws of this corporation was duly adopted at a special meeting of the Board of Directors of the corporation, held at the office of Bates & Brown, Attorneys, 5 SW 2nd Place, Gainesville, FL, on July 31, 1997, at which all of the Directors were present, and passed the following resolution:

"RESOLVED:

1. That the name of the corporation be changed to that of ArielAlan, Inc.
2. That Shareholder action is not required for this change.
3. That the President and Secretary be, and they hereby are authorized and directed to execute Articles of Amendment of the Articles of Incorporation, and to have said instrument properly filed with the State of Florida.
4. That the Secretary is hereby authorized to execute a Certificate of Amendment of the Bylaws of this corporation evidencing the change of the corporate name as authorized hereby and to affix said certificate to the bylaws of this corporation.
5. That the President and Secretary be, and they hereby are, authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all other things that may be necessary to effectuate the foregoing resolution.

There being no further business to come before the meeting, on motion duly made, seconded and carried, the meeting was adjourned."

ALAN'S DISCOUNT MUFFLER, INC.

BY  [CORPORATE SEAL]
Secretary - Sole Director

Date: 7-31-97

EIN#59-3107212



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 24, 1997

AUSE BROWN
BATES & BROWN
5 S.W. 2ND PLACE
GAINESVILLE, FL 32601

SUBJECT: ALAN'S DISCOUNT MUFFLER, INC.
Ref. Number: S54567

We have received your document for ALAN'S DISCOUNT MUFFLER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 197A00037437