

The Stanley Wines Law Firm P.A.

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FRANK STANLEY
Retired

*******87.50 ******87.50

July 18, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Spears Auto Parts, Inc.
Our File No. CB-5917

Gentlemen:

Enclosed please find an Amendment to Articles of Incorporation of Spears Auto Parts, Inc. together with our check in the amount of \$87.50 for filing fee and a certified copy to be returned to us.

Thank you for your assistance.

Sincerely,

Barry W. Bennett

SIGNED IN MY ABSENCE TO AVOID DELAY

BWB:mjw

enclosures

cc: Mr. and Mrs. Spears

WB JUL 2 5 1997

AMENDMENT TO ARTICLES OF INCORPORATION

OF

SPEARS AUTO PARTS, INC.

FILED 97 JUL 22 AM 10: 45 TALLAHASSEE FLORIDA

1. Article 1 of the Articles of Incorporation of SPEARS AUTO PARTS, INC., is hereby amended to read as follows:

ARTICLE 1

The name of this corporation shall be SPEARS ENTERPRISES OF WINTER HAVEN, INC.

2. The foregoing Amendment to Articles of Incorporation was adopted, ratified and approved by all the shareholders and by the directors of the corporation on July 17, 1997, effective the date of filing this Amendment with the Secretary of State's office.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed this Amendment to Articles of Incorporation on July 17, 1997.

JEAN E. SPEARS, President and

Secretary

(CORPORATE SEAL)

STATE OF FLORIDA COUNTY OF POLK

The foregoing Amendment to Articles of Incorporation was acknowledged before me this 17th day of July, 1997 by JEAN E. SPEARS, as President and Secretary of SPEARS AUTO PARTS, INC., a Florida corporation, on behalf of said corporation. She is personally known to me.

Notary Public, State of Florida My Commission Expires:

(SEAL)

