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BASIC AMENDMENT**PARTS LOCATORS INTERNATIONAL, INC.**

Certificate of Status	0
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*AMEND
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 6, 2000

PARTS LOCATORS INTERNATIONAL, INC.
11554 DAVIS CREEK CT
JACKSONVILLE, FL 32256US

SUBJECT: PARTS LOCATORS INTERNATIONAL, INC.
REF: V59999

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Karen Gibson
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PARTS LOCATORS INTERNATIONAL, INC.**

(a Florida corporation)

PURSUANT to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

FIRST: The name of the Corporation is Parts Locators International, Inc.

SECOND: The first paragraph of Article IV of the Corporation's Amended and Restated Articles of Incorporation is amended to read as follows:

Shares

The total number of shares of all classes that the Corporation has authority to issue is One Hundred Million (100,000,000) shares consisting of Seventy Million (70,000,000) shares of Class A Voting Common Stock, par value \$.01 per share, Ten Million (10,000,000) shares of Class B Non-Voting Common Stock, par value \$.01 per share, and Twenty Million (20,000,000) shares of Preferred Stock, par value \$.01 per share. The Class A Voting Common Stock and the Class B Non-Voting Common Stock are referred to collectively as "Common Stock." The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation is authorized, by filing an amendment pursuant to the applicable law of the State of Florida, to: (i) establish from time to time the number of shares to be included in each such series; and (ii) fix the preferences, limitations and relative rights, including but not limited to, dividend rights, dividend rate, conversion rights, conversion rate, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices and the liquidation preferences of any wholly unissued series of shares of Preferred Stock.

Immediately upon filing of this Amendment: (i) each share of Class A Voting Common Stock, par value \$.01 per share, and each share of Class B Non-Voting Common Stock, par value \$.01 per share, of the Corporation outstanding immediately prior to the effective time of this amendment (the "Effective Time") is hereby and without further act of the Corporation reclassified as 10 shares of Class A Voting Common Stock, par value \$.001 per

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share, and 10 shares of Class B Non-Voting Common Stock, par value \$.001 per share, respectively; (ii) each record holder of shares of a class of Common Stock outstanding immediately prior to the Effective Time shall be deemed to be the holder of that number of shares of the class of Common Stock to which such holder is entitled pursuant to this provision; (iii) upon surrender of a certificate outstanding immediately prior to the Effective Time, the record holder thereof shall be entitled to receive a certificate evidencing 10 shares for each share of the class of Common Stock represented by such certificate; and (iv) such shares of Common Stock are deemed to be fully paid and non-assessable.

In all other respects the provisions of Article IV remain unchanged.

THIRD: The foregoing amendment was approved by the Board of Directors at a meeting held on March 28, 2000 and by written consent of the shareholders dated April 6, 2000, the number of votes cast by the shareholders being sufficient for approval.

[Signature on following page.]

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IN WITNESS WHEREOF, these Articles of Amendment have been executed
on behalf of the Corporation as of the 6th day of April, 2000.

PARTS LOCATORS INTERNATIONAL,
INC.

By: Lonnie MargolTitle: President