

State of Idaho

Department of State

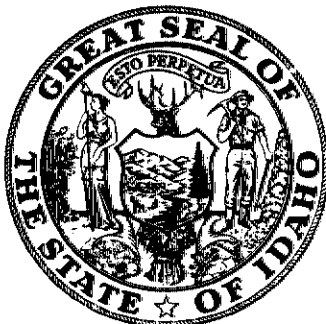
CERTIFICATE OF AMENDMENT OF

R & Z ENTERPRISES, INC.
File Number C 105212

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of R & Z ENTERPRISES, INC., changing the corporate name to ATLAS AUTOMOTIVE, INC., duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: October 28, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeBruin*

ARTICLES OF AMENDMENT
OF
R & Z ENTERPRISES, Inc.

The undersigned Directors, acting as Directors and under authority of law regarding R & Z ENTERPRISES, Inc., under the provisions of Title 30, Idaho Code, hereby certify that a meeting was had, and a resolution was effected by the Board of Directors of the above named Corporation on the 24th day of October, 1994, which set forth proposed amendments to the Articles of Incorporation of R & Z ENTERPRISES, Inc. Subsequent thereto, a special meeting of the Shareholders of R & Z ENTERPRISES, Inc., was held on the 24th day of October, 1994, and the Shareholders present at said meeting constituted all the Shareholders thereof. The resolution of the Board of Directors for amendment of the Articles of Incorporation of R & Z ENTERPRISES, Inc., was presented to the Shareholders of said Corporation, and a vote of the Shareholders was taken at said meeting. The Shareholders voted unanimously in favor of amending the Articles of Incorporation of R & Z ENTERPRISES, Inc., to change the name of said corporation to that of ATLAS AUTOMOTIVE, Inc., and further to change the number of Directors to consist of not less than two (2) Directors or such other number as shall be established by the By Laws of the Corporation, but in any event never less than two (2) Directors.

The undersigned further certify that the following was adopted by the Board of Directors of the Corporation, and was adopted by the Board of Directors of the Corporation and was unanimously voted in favor of by the Shareholders of the Corporation as being Amendments to the Articles of Incorporation of R & Z ENTERPRISES, Inc., and as follows:

FIRST:

The name of the Corporation is ATLAS AUTOMOTIVE, INCORPORATED

SEVENTH:

IDAHO SECRETARY OF STATE
19941028 0900 38300 2
CK #: 12106 CUST# 4272
1@ 30.00= 30.00


The Board of Directors shall consist of two (2) Directors, or such other number as shall be established by the By Laws of the Corporation. Any vacancies occurring in the office of any Director, however occasioned, may be filled by the remaining members of the Board. On failure of the Board to elect, a special meeting of the Shareholders shall be called to fill the vacancy.

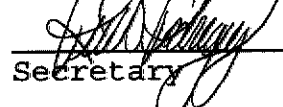
The undersigned further state that except for the designated amendment of article FIRST and article SEVENTH of the Articles of Incorporation of R & Z ENTERPRISES, Inc., that no other articles of the original Articles of Incorporation are changed or effected, except for the change of Registered Office and Registered Agent of the Corporation.

DATED this 24th day of October, 1994.

STATE OF IDAHO)
) ss.
County of Kootenai)

Ruth Rodriguez and Ben Rodriguez, being the President and Secretary, respectively, of R & Z ENTERPRISES, Inc., have read the foregoing, knows the contents thereof, and pursuant to a meetings of the Board of Directors and of the Shareholders of the Corporation held October 24th, 1994, verily believes the same to be true and correct.



President


Secretary

SUBSCRIBED AND SWORN TO before me this 24th day of October, 1994.



NOTARY PUBLIC FOR IDAHO
RESIDING AT: 1801 Fallin
MY COMMISSION EXPIRES: 2/28/98