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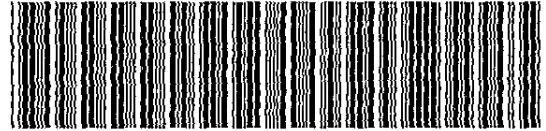
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*Amend
T. Lewis*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAR 14 AM 11:39

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LAW OFFICES OF

KIMPTON, BURKE & BOBENHAUSEN, P.A.

WILLIAM J. KIMPTON
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March 7, 2005

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

RE: Wood Motors South, Inc.
Our File No. 12,336.04.6.000

Gentlemen:

Enclosed please find original and photocopy of Articles of Amendment of Articles of Incorporation regarding the above referenced corporation.

Further enclosed is a check in the amount of \$43.75 to cover the cost of the filing fee. Please return a certified copy of the Articles of Amendment of Articles of Incorporation after filing.

Sincerely,

KIMPTON, BURKE & BOBENHAUSEN, P.A.



Robert C. Burke, Jr.

RCB/cg
Enclosures

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05 MAR 14 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
WOOD MOTORS SOUTH, INC.

WOOD MOTORS SOUTH, INC., a Florida corporation, under its corporate seal in hand of its President, **THOMAS R. WOOD**, hereby certifies that:

1. The Board of Directors of said corporation, at a meeting called and held on the 2ND day of MARCH, 2005, adopted the following resolution:

"**BE IT RESOLVED** by the Board of Directors of Wood Motors South, Inc., a Florida corporation, that Article III of the Articles of Incorporation be amended, changed and altered so that it reads as follows:

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
10,000	\$1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

BE IT FURTHER RESOLVED, that a new Article X be added as follows:

ARTICLE X

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of any stock of any class that the corporation may issue or sell for cash and/or promissory notes only and not otherwise, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after the issuance.

This new Article X may not be amended except upon unanimous vote of the shareholders.

BE IT FURTHER RESOLVED, that a new Article XI be added as follows:

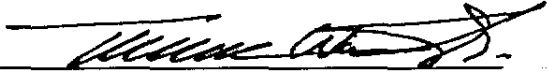
ARTICLE XI

The corporation shall indemnify any officer or director to the extent permitted by law subject to such officer or director actions being within the scope of their employment or directorship as the case may be.

2. The meeting of the shareholders of the corporation called by the Board of Directors as aforesaid, was held on the 2nd day of MARCH, 2005, and at said special meeting of the shareholders, said amendment to the Articles of Incorporation was duly adopted by the unanimous vote of all shareholders.

IN WITNESS WHEREOF, said corporation has caused this Amendment to the Articles of Incorporation to be filed in its name by its President and its corporate seal to be affixed on this 2ND day of March, 2005.

WOOD MOTORS SOUTH, INC.

By: 
Thomas R. Wood, President

(Corporate Seal)