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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PHOENIX AUTO SALES, INC.

DOCUMENT NUMBER: P96000021890

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ALAN E. GREENFIELD
(Name of Contact Person)

ALAN E. GREENFIELD, P.A.
(Firm/ Company)

15105 NW 27 AVENUE # 303
(Address)

MIAMI LAKES, FL 33014
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

ALAN - GREENFIELD at (305) 557-2286
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|---|---|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

PHOENIX AUTO SALES INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P96000021890

(Document number of corporation (if known))

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Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

OFFICERS - SEE COPY OF MINUTES ATTACHED

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: AUGUST 24, 2005

Effective date if applicable: JANUARY 3, 2005
(no more than 90 days after amendment file date)

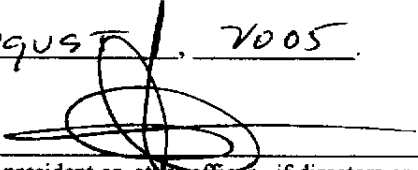
Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24 day of AUGUST, 2005.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ROBERT C. NORRIS
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

FILING FEE: \$35

**MINUTES OF SPECIAL MEETING OF
STOCKHOLDERS AND DIRECTORS
OF
PHOENIX AUTO SALES, INC.**

A special meeting of Stockholders and Directors of Phoenix Auto Sales, Inc. (the
"Corporation") was held at offices of the corporation on the 24th day of August, 2005 at 9:00
A.M.

Robert C. Norris, stockholder, president and sole director called the meeting to order.


The formal nomination of Alan E. Greenfield as General Counsel and Vice-President of
the Corporation was presented to the meeting for consideration and action. Mr. Greenfield has
been the acting General Counsel and Vice-President since January 3, 2005. Mr. Greenfield was
unanimously elected to the position of General Counsel and Vice-President, whereupon he
accepted formally, his assumption to the positions to which he was elected.

There being no further business to come before the meeting, the meeting was adjourned.

Dated at Miami, Florida on August 24, 2005.

Accepted:


Alan E. Greenfield


Robert C. Norris