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September 23, 1997

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

Re: *Melbourne Auto Auction Transport, Inc.*  
*Our File No. 96-5728*

700002303257--9  
-09/25/97--01043--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Amendment for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$35.00 representing the filing fee. I would appreciate receiving a copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

*Leslie K. Weaver*

Leslie K. Weaver  
Secretary to Gary B. Frese

/lkw  
Enclosure as stated

FILED  
97 SEP 25 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Name Change + Amend*  
*LFS 9-30-97*

FILED

97 SEP 25 AM 11:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
MELBOURNE AUTO AUCTION TRANSPORT, INC.**

I, **BENJAMIN L. GROVES**, being the President of **MELBOURNE AUTO AUCTION TRANSPORT, INC.**, do hereby certify to the Secretary of State that on the 23rd day of September, 1997, the following resolution was duly and legally adopted by all Directors and all Shareholders of said Corporation on September 23, 1997, pursuant to Florida Statutes Sections 607.0821 and 607.0704:

BE IT RESOLVED that Article I of the Articles of Incorporation is amended as follows:

**"ARTICLE I. NAME**

The name of the corporation shall be **AUTO WHOLESALE OUTLET, INC.** The principal place of business of this corporation shall be 1245 S. Wickham Road, W. Melbourne, Florida, 32904."

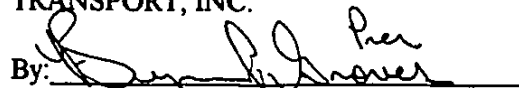
I do hereby certify that said Resolution has not been altered, amended or rescinded and that it is in full force and effect this 23rd day of September, 1997.

ATTEST:

MELBOURNE AUTO AUCTION  
TRANSPORT, INC.



Benjamin L. Groves  
Secretary

By: 

Benjamin L. Groves  
President

STATE OF FLORIDA  
COUNTY OF BREVARD

ON THIS DAY before me, an officer duly authorized to take acknowledgements and administer oaths, personally appeared **BENJAMIN L. GROVES**, as President and Secretary, of **MELBOURNE AUTO AUCTION TRANSPORT, INC.**, who is personally known to me.

WITNESS my hand and official seal this 23rd day of September, 1997.

My Commission Expires:



Leslie K. Weaver  
MY COMMISSION # CC650544 EXPIRES  
August 9, 2000  
BONDED THROUGH TROY FARM INSURANCE, INC.



Printed Name: LESLIE K. WEAVER  
Notary Public  
State of Florida at Large