

P98000032769

KEITH S. BLANK
9350 NW 42ND COURT
SUNRISE, FL 33351
954-572-7870

May 13, 1998

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

Re: R & S WHOLESALE AUTO BROKERS, INC.
P98000032769

600002527666--2
-05/18/98--01104--010
*****35.00 *****35.00

To Whom It May Concern:

Enclosed, please find an original executed Article of Amendment to the articles of incorporation of the above referenced corporation and check #1004 in the amount of \$35.00 payable to Department of State. The primary purpose of this amendment is to have an official record with the state of the present officer's of the corporation. Please accept this amendment and update the records on a timely basis.

Thank you in advance for your cooperation in this matter. If you have any questions, please do not hesitate to contact me at 954-967-8600 ext. 308. Again, thank you for your kind assistance in this matter.

Very truly yours,



KEITH S. BLANK
Accountant

Enc.: Articles of Amendment
Check # 1004

Cc: Client File

FILED
98 MAY 18 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

5/26

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

R & S WHOLESALE AUTO BROKERS, INC.

FILED
98 MAY 18 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VI ... The officer's of the corporation serve at the leisure of the Board of Directors and may be removed at any time by a majority vote.

Following are the officer's of the corporation as of the effective date of this amendment:

Stephen N. Blank	President
Stephen N. Blank	Secretary/Treasurer
Angelo Taranto	Vice-President

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: May 12, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

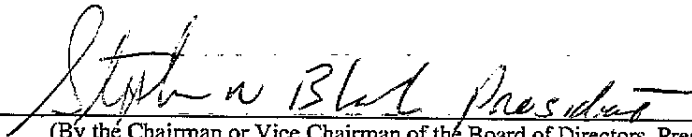
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled 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 12 day of May, 1998

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Stephen N. Blank

Typed or printed name

Incorporator

Title