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BASIC AMENDMENT

PROPER MOTORS CARS, INC.

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

PROPER MOTORS CARS, INC.

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Articles, hereby adopts the following Articles of Amendment:

1. Name. The name of the corporation is: PROPER MOTORS CARS, INC., (the "Corporation").

2. Amendment. Article I of the Corporation's Articles of Incorporation is hereby amended so as to read, after Amendment, as follows:

"ARTICLE I

NAME

The name of the corporation is: "BOOTS & BONNETS, INC."

3. Adoption. The Amendment was unanimously approved by the Directors of the Corporation.

4. Effective Date. The Amendment shall become effective on May 14, 2003.

5. Voting. The Amendment has been approved by the Shareholders entitled to vote on the Amendment, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 14th day of May, 2003.

  
deWayne G. Richley, III, President