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CANTON FINANCIAL SERVICES CORPORATION

March 17, 1997

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

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-03/20/97--01083--004
*****35.00 *****35.00

Re: Venice Auto Mall, Inc.
Document Number: H97813

Dear Sirs,

Please find enclosed for filing the Articles of Amendment to the Articles of Incorporation of the referenced company, along with a check in the amount of \$35.00 to cover the fee. Please turn the second copy marked "Received" in the enclosed postage paid envelope. Thank you.

Very truly yours,

Gerald Einhorn

FILED
97 MAR 20 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
VENICE AUTO MALL, INC.
(a Florida corporation)**

STATE OF NEW YORK
COUNTY OF SUFFOLK

We, the undersigned, do hereby certify that we are the President and Secretary respectively of VENICE AUTO MALL, INC., and that on February 5, 1997, the Shareholders of said corporation duly passed and adopted the following resolution in the following manner, to wit:

WHEREAS, it is desirable that the Article IV of the Articles of Incorporation of VENICE AUTO MALL, INC., be amended so as to have the Corporation increase the aggregate number of shares of stock authorized to be issued from 100,000 shares of stock to 25,000,000 shares and that same be amended by the addition of a new Article IV; and

WHEREAS, it is desirable that the Article VII of the Articles of Incorporation of VENICE AUTO MALL, INC., be amended so as to have the Corporation reduce the number of directors from four to three and that the same be amended by the addition of a new Article VII.

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of VENICE AUTO MALL, INC., which were filed with the Secretary of State of the State of Florida on February 5, 1986, be and the same are hereby amended as follows:

ARTICLE IV

SHARES OF STOCK

25,000,000

ARTICLE VII

DIRECTORS

The Board of Directors of the Corporation shall consist of three members.

We further certify that at said meeting of the Shareholders, the officers of the Corporation were authorized and directed to amend said Articles of Incorporation pursuant to the terms and conditions of the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of February, 1997.

VENICE AUTO MALL, INC.

By: Richard Lifschutz
Richard Lifschutz, President

Attest: Mitchell J. Schultz
Mitchell J. Schultz, Secretary

FILED
97 MAR 20 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA