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BASIC AMENDMENT

PAUL WEST FORD, INC.

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Amendment

10/28/99

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
PAUL WEST FORD, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendments adopted:

ARTICLE VII - DIRECTORS AND OFFICERS

The names and addresses of the Members of the Board of Directors and Officers are:

NAME	ADDRESS	OFFICE
Jeffrey Congdon	5860 Lawton Loop Dr. West Indianapolis, IN 46216	Chief Executive Officer
Michael F. Katzin	3708 Magenta Ln. #3 Indianapolis, IN 46214	President
Donald Bullock	Rt. 4, Box 999 Starke, FL 32091	Vice President
David A. Stirrsman	11613 Summit Circle Zionsville, IN 46077	Secretary
Joseph Kalinoski	6080 Raleigh St., Apt. 2002 Orlando, FL 32835	Treasurer
Mark S. Opachan	10845 Tealpoint Dr. Indianapolis, IN 46229	Asst. Secretary

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SECOND: The date of each Amendment's adoption: October 27, 1999

THIRD: The Amendments were adopted by the Board of Directors and approved by the Shareholders. The number of votes cast for the Amendments were sufficient for approval.

Signed this 28th day of October, 1999.

Attest:

By: David A. Stirrsman
Its: Secretary

PAUL WEST FORD, INC.

By: Michael F. Katzin
Its: President