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May 9, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Amendments Section
409 E. Gaines Street
Tallahassee, FL 32399

Attn: Ms. Karen Gibson

Re: AAA Financial Services, Inc.
Amendment to Articles of Incorporation/Application by Foreign
Corporation for Authorization to Transact Business in Florida
Our File No. A078-9695

Dear Karen:

000002182840--5
-05/19/97--01079--015
*****35.00 *****35.00

Some time ago, I discussed with you by telephone a procedure whereby a Florida corporation could amend its articles of incorporation to change its name, to allow a foreign corporation to apply to do business in Florida and use the original name of the Florida corporation. In that regard, enclosed please find the following documents:

1. Articles of Amendment to Articles of Incorporation of AAA Financial Services, Inc., along with our check in the amount of \$35.00 to cover the requisite filing fee.
2. Application by Foreign Corporation for Authorization to Transact Business in Florida, for AAA Financial Services Corporation, as well as a Certificate of Good Standing of said corporation from the Secretary of State of Delaware. This corporation is a Delaware corporation and wishes to use the name "AAA Financial Services Corporation" in Florida. Presently the name AAA Financial Services, Inc. is used by the above.

97 MAY 12 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED
FILED

Florida Department of State
May 9, 1997
Page 2

Florida corporation. A check in the amount of \$70.00 is enclosed for the requisite filing fee.

Please process the Articles of Amendment to Articles of Incorporation of AAA Financial Services, Inc. first. As we discussed, this should then immediately make the name "AAA Financial Services, Inc." available. Then, please immediately process the Application by Foreign Corporation For Authorization to Transact Business in Florida for AAA Financial Services Corporation.

If you have any questions as to the order of filing of the above documents, or any other issue please feel free to call me "collect" prior to commencing the transactions. Kindly call me "collect" when the filings have been completed successfully. Again, thank you for your assistance and cooperation in this matter.

Sincerely,



Phyllis A. Miller
Certified Legal Assistant

PAM/lm
Enclosures

cc: Lavinia K. Dierking, Associate Counsel (w/o encls.)
Mr. Tom O'Brien (w/o encls.)

ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION OF AAA FINANCIAL SERVICES, INC.

The undersigned, being the President and Secretary of AAA FINANCIAL SERVICES, INC., a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was approved and duly adopted by the sole shareholder by unanimous written consent dated May 7, 1997:

Amendment

Article I. Name is amended to read as follows:

"The name of the corporation is: AUTO CLUB
SOUTH FINANCIAL SERVICES, INC. "

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97 MAY 12 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

Executed this 7th day of May, 1997.

By:


ROBERT R. SHARP

Its: President

Attest:


JOHN A. TORRENCE, Secretary