

ZELLER & KEIHNER, L.L.P.

FIRST UNION BANK BUILDING
411 SOUTH COUNTY ROAD, SUITE 200
PALM BEACH, FLORIDA 33480
TELEPHONE 561 832-7720
TELEFAX 561 832-1492

Offices In:
Bai Harbour
Palm Beach
Tallahassee

Bruce W. Keihner, P.A.
Admitted in Florida and New York
Ronald J. Zeller, P.A.
Admitted in Florida and Michigan

Of Counsel

James J. Cooney, Esq.
A. Faxon Henderson, Esq.
Mark L. Jacobson, P.A.
Richard H. Olsen, Esq.

N97000004306

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-01/13/99-01079-007

*****35.00 *****35.00

Janaury, 11, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
ATTN: Ms. Sandra B. Mortham

Re: Articles of Amendment to the Articles of Incorporation of Repair Shop
Programs, Inc.

Dear Ms. Mortham:

Enclosed please find three (3) originals of the Articles of Amendment to
the Articles of Incorporation in reference to the above and a check for the
filing fees in the amount of \$35.00.

Also enclosed please find a self addressed stamped envelope for the
return of two originals which we request be date stamped.

Thank you for your anticipated cooperation and courtesy.

Sincerely,


Ronald J. Zeller, Esq.

RJZ:stz

Amend
2-15-99
RHS

FILED
99 FEB 15 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bruce W. Keihner, P.A.
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Offices In:
Bal Harbour
Palm Beach
Tallahassee

February 10, 1999

Florida Secretary of State
The Capitol
Tallahassee, FL 32399-0250
Attn: Mr. Doug Spitler

Re: Articles of Amendment to Articles of Incorporation of Repair Shop Programs,
Inc..

Dear Mr. Spitler:

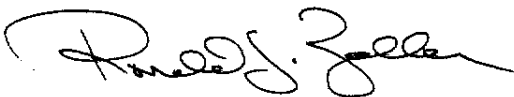
Enclosed please find two (2) original Articles of Amendment in regards to the above
referenced Corporation.

Please refer to attached letter, Ref. Number: N97000004306, in reference to
the check for \$35.00.

Please return one (1) original dated stamped in the self addressed stamped
envelope.

Thank you for your anticipated cooperation and courtesy.

Sincerely,



Ronald J. Zeller

RJZ/blt

Enclosures

FILED
99 FEB 15 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 20, 1999

ZELLER & KEIHNER, L.L.P.
FIRST UNION BANK BUILDING
411 SOUTH COUNTY ROAD, SUITE 200
PALM BEACH, FL 33480

SUBJECT: REPAIR SHOP PROGRAMS, INC.
Ref. Number: N97000004306

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB 15 AM 10:56

FILED

We have received your document for REPAIR SHOP PROGRAMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 999A00002605

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
REPAIR SHOP PROGRAMS, INC.**

FILED
99 FEB 15 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

At a duly called meeting of the Directors of Repair Shop Programs, Inc., the following Amendments to the Articles of Incorporation were approved:

ARTICLE III IS HEREBY AMENDED TO READ AS FOLLOWS:

ARTICLE III - PURPOSE(S).

The purposes for which the organization is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V IS HEREBY AMENDED TO READ AS FOLLOWS:

ARTICLE V - LIMITATION OF CORPORATE POWERS.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VIII IS HEREBY ADDED TO THE ARTICLES AND IS AMENDED TO READ AS FOLLOWS:

ARTICLE VIII - DISPOSITION OF ASSETS UPON DISSOLUTION.

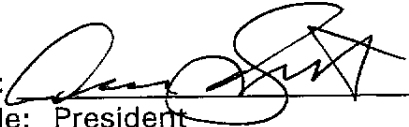
In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

(1) There are no members nor are members entitled to vote on the Amendment of the Articles of Incorporation.

(2) The foregoing Amendment was adopted unanimously at a duly called meeting of the Board of Directors held in West Palm Beach, Florida on January 8, 1999.

IN WITNESS WHEREOF, REPAIR SHOP PROGRAMS, INC., a Florida not for profit corporation, has caused these Articles of Amendment to be executed this 8th day of January, 1999.

REPAIR SHOP PROGRAMS, INC.

By: 
Title: President
Carl A. Bryant