Division of Corporations Page 1 of 2

Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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F CORPORATIONS

Division of Corporations

: (850)922-4000 Fax Number

Account Name : ALRON ENTERPRISES, INC.

Account Number : 120000000113 Phone (321) 951-7626 Fax Number : (321)723-8218

BASIC AMENDMENT

LIL'S FRILLS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01.
Estimated Charge	\$35.00

01/08/01

H010000030378

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Lil's Frills, Inc.

Pursuant to the provision of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article 1. The name of the corporation.



SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follow:

Article 1. Shall now be amended and read as follows:

The name of the corporation is: Used Guys Limited, Inc.

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THIRD;	The date of each amendment's adoption: January 8, 2001
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
×	The amendment(s) was approved by the shareholders. The number of votes cast for the amendment(s) was sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	voting group
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporation without shareholder action and shareholder action was not required.
Signe	ed this 8th day of January 2001,
Signature _	Lillian Lambrelli
	President/Director