

P000000067805

January 25, 2001

Florida Dept. Of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

500003791445--9

-03/01/01--01076--024

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

Subj: Incorporation of SECOND CHANCE AUTO SALES, INC.
Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Amendment to Articles of Incorporation for the subject corporation.
2. A check in the amount of \$35.00 to cover the filing fees for the Amendment to the existing Articles.

Kindly acknowledge filing of this Amendment to the Articles of incorporation, in compliance with Florida law and return the certified copy of the Amendment to the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. (321) 773-2020

Thank you for your assistance in this matter.

*Amend
3-5-01
MS*

Mary A. Cole
MARY A. COLE

PAUL C. MORRIS

Paul Morris

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR - 1 PM 12:37

FILED

AMENDMENT TO ARTICLES
OF
SECOND CHANCE AUTO SALES, INC.

FILED
01 MAR -1 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the Corporation is SECOND CHANCE AUTO SALES, INC.; which was duly incorporated on July 14, 2000 by the State of Florida.

ARTICLE VII.

The name and address of each of the officers and directors of the Corporation is as follows:

MARY A. COLE, Director, President, Treasurer
440 Cinnamon Drive
Satellite Beach, Florida 32937

PAUL C. MORRIS, Director, Vice President, Secretary
290 Roosevelt Ave.
Satellite Beach, Florida 32937

The designation of the Registered Agent has been changed.
All other Articles of the Corporation remain unchanged.

The Director and Shareholder of the Corporation wish to accept the resignation of MARY A COLE as Director, President and Treasurer of the Corporation at their Special Meeting, December 31, 2000.

The Director and Shareholder of the corporation wish to add
as Directors of the Corporation:

CONNIE MICK
290 Roosevelt Ave.
Satellite Beach, FL 32937

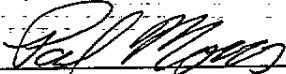
CATHY MORRIS
290 Roosevelt Ave.
Satellite Beach, FL 32937

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The Office of the Corporation has changed its location to
1975 Aurora Road, Melbourne, Florida 32935 and the mailing
address of the corporation is 1975 Aurora Road, Melbourne,
Florida 32935.

The Directors, Shareholders and Officers adopt this amendment
effective at their Special Meeting dated December 31, 2000.

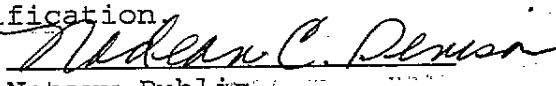
IN WITNESS WHEREOF, the undersigned has executed this
Amendment on the 25th day of January 25, 2001 in Satellite Beach,
Florida.

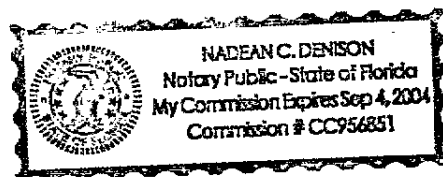

PAUL C. MORRIS,
DIRECTOR, VICE PRESIDENT, &
SECRETARY

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared PAUL C. MORRIS, who has SWORN
TO AND SUBSCRIBED before me this 25th day of January 25, 2001 to
be the person who executed this Amendment, and he acknowledged
before me that he executed this Amendment for SECOND CHANCE AUTO
SALES, INC., on behalf of the Corporation and has
presented FL/DL M620-683- as identification.

66-010-0


Notary Public



IN WITNESS WHEREOF, the undersigned has executed this
Amendment on the 25th day of January, 2001 in Satellite Beach,
Florida.

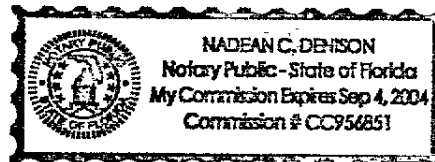
Mary A. Cole
MARY A. COLE
DIRECTOR, PRESIDENT, &
TREASURER

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared MARY A. COLE, who has SWORN TO
AND SUBSCRIBED before me this 25th day of January, 2001 to be the
person who executed this Amendment, and she acknowledged before
me that she executed this Amendment for SECOND CHANCE AUTO SALES,
INC., on behalf of the Corporation and has
presented FL/DL C 400-581 as identification.

864-0

Nadean C. Denison
Notary Public



DESIGNATION
AS
REGISTERED AGENT

FILED

01 MAR -1 PM 12:37

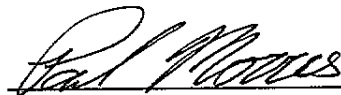
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That SECOND CHANCE AUTO SALES, INC., desiring to organize under the laws of the State of Florida, with its principal office at 1975 Aurora Road, Melbourne, Brevard County, Florida 32935, has named PAUL C. MORRIS, located at 1975 Aurora Road, Melbourne, Satellite Beach, Brevard County, Florida 32935, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



PAUL C. MORRIS
Registered Agent

01-25-01