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BILLY R. READY, P.A.

ATTORNEY AT LAW

Billy R. Ready*
*Also Admitted in Mississippi

209 Palmetto Street P.O. Box 1399 Aubumdale, FL 33823 Telephone: (863) 965-2516 Facsimile: (863) 965-2421 Email: Billy@lexwan.com

January 29, 2004

Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re:

AA Auto Insurance, Inc. Our File No.: 206-101

Dear Amendment Representative:

Enclosed is an original executed Articles of Amendment to Articles of Incorporation of Leatherwood Construction, Inc., along with our check in the amount of \$35.00, representing your filing fee.

Please provide us with confirmation of filing. I have enclosed a return stamped addressed envelope for your convenience in mailing the confirmation.

Thank you for your prompt assistance. If you have any questions, please do not hesitate to contact our office.

Very truly yours,

_---, --- ----

Enclosures

BRR/jg

FILED

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF 04 FEB -2 AM 6: 05 AA AUTO INSURANCE, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, AHASSEF FLORIDA Corporation adopts the following amendment(s) to its Articles of Incorporation:

FIRST: The name and address of the Registered Agent is changed as follows:

From: PAUL H. SENFT, 18 N. 18th Street, Haines City, FL 33844

To: KAREN E. CROSTHWAITE, 1104 East Hinson Avenue, Haines City, FL 33844

SECOND: The names and addresses of the Officers/Directors are changed as follows:

President and Director:

From: PAUL H. SENFT, 18 N. 18th Street, Haines City, FL 33844

To: KAREN E. CROSTHWAITE, 1104 East Hinson Avenue, Haines City, FL 33844

Vice President, Secretary, Treasurer and Director:

From: MARY T. SENFT, 18 N. 18th Street, Haines City, FL 33844

To: KAREN E. CROSTHWAITE, 1104 East Hinson Avenue, Haines City, FL 33844

The date of each amendment(s) adoption: January 1, 2003

The amendment was approved by the Board of Directors with shareholders approval on the 1st day of January, 2003.

Signed this 26 day of January 1, 2004.

AA AUTO INSURANCE, INC.

By: Paul H. Senft, Jr., President

Attest:

Mary Senft Secretary