001000018559

Paul Alan Bucy 6053 Sabal Creek Blvd. Port Orange, FL 32128

August 14, 2001

Division of Corporations P.O. Box 6327 Tallahassee, FL 32344

Re: Articles of Amendment American Auto Group, Inc.

Dear Sir/Madam:

Enclosed is the Articles of Amendment to the above-referenced corporation, and a check in the amount of \$43.75, representing the filing fee and the cost for one certified copy of the Articles of Amendment.

If you need any additional information, please contact me at (386) 760

Thank you for your attention to this matter.

Sincerely,

Paul Alan Bucy

Board of Director/Incorporator

Enclosures

DOC. EXAM.

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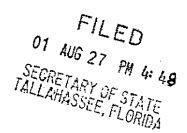
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AUG 23 2001

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION



American Auto Group, Inc. (present name) P01000018559

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

(Document Number of Corporation (If known)

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

Article I. The name of the corporation is: Fleet USA Auto Salvage, Inc., principal office: 6053 Sable Creek Blvd., Port Orange, FL. 32127.

Article V. The address of the registered office is: 6053 Sable Creek Blvd., Port Orange, FL., 32127 and the name of the registered agent at said

address is: Paul Han Bucy.

Article VI. Initial Board of Directors: The number of Directors constituting the Board of Directors is two. The number of directors may be increased from time to time in accordance with the Bylaws, but shall never be less tran two. The names and addresses of the directors of the corporation are as follows:

Paul Alan BUCY 6053 Sable Creek Blud. Port Orange, FL 32127

Rick Halcomb 6062 Central Park Blvd. Part Ovange, FL 32127

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 follows:

THIRD:	The date of each amendment's adoption: August 14, 2001
FOURTE	I: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were 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
	_
	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 incorporators without shareholder action and shareholder action was not required.
Signature	Signed this 14th day of Argust , 2001. (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	, , , , , , , , , , , , , , , , , , ,
	OR (Propries disposes if a doubt 1 location 1)
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Paul Alan Bucu (Typed or printed name)
	Incorporator/Board of Director.

Paul Alan Bucy 6053 Sabal Creek Blvd. Port Orange, FL 32128

August 23, 2001

I am familiar and accept the role and responsibilities as a registered agent for this corporation.

Sincerely,

Paul Alan Bucy

Board of Director/Incorporator