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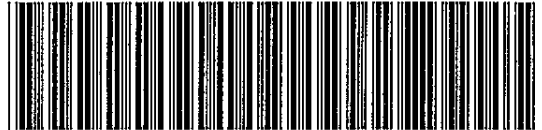
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ARTICLES OF AMENDMENT
OF
REPO DIRECT AUTO SALES INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned director(s), for the purpose of amending the articles of incorporation under the Florida Business Corporation Act, hereby adopt(s) the following amendments to the Articles of Incorporation.

ARTICLE VI:

1. Amend Article: To remove the name of Revital Solmor as Vice President, Secretary and director of the company.
2. To appoint Eran Zmora as President of the company.
3. To appoint Mendel Arkin as Vice President of the company.

Amendment adopted November 1, 2003.

Amendment was adopted by the board of directors without shareholder action. Shareholder action was not required pursuant to the provisions of Florida Statutes 607.1002.



Eran Zmora, President

The undersigned has executed these Articles of Amendment this 1st day of November 2003.



Eran Zmora, Director