PONDOOSO 3089

2325 ULMERTON ROAD, SUITE 18, CLEARWATER, FLORIDA 33762
TELEPHONE: (727) 572-7576 FACSIMILE: (727) 572-8676

E-Mail: LyndiLaw@aol.com

LYNDI ANN GORDON, ATTORNEY AT LAW PAIGE G. HARPER, PARALEGAL

March 6, 2001

Division of Corporations PO Box 6327 Tallahassee, FL 32314 Attn: Annette Ramsey

Re:

Budget Budget, Inc.

Document No. P01000021089

Dear Annette:

700003831637--1 -03/13/01--0101--012

Pursuant to our conversation, please find enclosed the Articles of Amendment to Articles of Incorporation of Budget Budget, Inc.. As discussed, the only change being made is to the principal address, as well as the address for the directors. The address should read 3911 55th Ave. N., not 3910 55th Ave. N.. Additionally enclosed is a check made payable to the State for \$35.00 as required for the filing of the amendment.

I thank you in advance for your assistance with and prompt attention to this matter. However, should you have any questions or concerns with regards to this matter, please do not hesitate to contact our office at your earliest opportunity.

Sincerely,

Paige G. Harper

Encl.: Articles of Amendment

Check to State of Florida

State Itr Amend.wpd

AR 3/12/01

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Budget Budget, Inc.

(present name)

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:

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

Article II: Principal Office

The principal place of business and mailing

address-of the corporation is

3911 55th Avenue North,

St. Petersburg, FL 33714

Article VI: Initial Board of Directors

The address of each member is

3911 55th Avenue North, St. Peters burg, FL 33714

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 follows:

THIRD:	The date of each amendment's adoption: Mach 6, 2001.
FOURTH: Adoption of Amendment(s) (CHECK ONE)	
7	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.
	Signed this 6th day of March, 2001.
Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by	
the shareholders)	
OR .	
(By a director if adopted by the directors)	
OR	
(By an incorporator if adopted by the incorporators)	
	Scotty J. Strunk, JR.
	Vice President