P01000086871

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Amend.

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Barbara's Personal Services, Inc.

SUITE 2A 152 8th AVENUE S.W. LARGO, FLORIDA 33770-3613

NOTARY PUBLIC

TELEPHONE 727 559-8505 FACSIMILE 585-9184

October 19, 2004

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

TRANSMITTAL LETTER

SUBJECT: Amendment of Articles to:

VALUED AUTO WHOLESALE, INC. P01000086871

The above named corporation wishes to:

1. AMEND ARTICLE II: PR

PRINCIPAL OFFICE

2. AMEND ARTICLE V:

INITIAL OFFICERS

3. AMEND ARTICLE VI:

REGISTERED AGENT

Enclosed is an original and one (1) copy of the amendment to articles of incorporation and a check for thirty five dollars (\$35) for Filing Fee.

FROM:

Barbara S. Hicks 152 8th Avenue, SW, Suite 2A Largo, Florida 33770-3613 (727) 559-8505

Sincerely,

Barbara S. Hicks

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF VALUED AUTO WHOLESALE, INC.

C4 OCT 27 AM 8:46

TALL AMASSEE STATE

rporation adopts the FLORIDA

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

FIRST:

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

AMEND ARTICLE II PRINCIPAL OFFICE

CHANGE:

NEW

5853 HAINES RD. N.

ST. PETERSBURG, FL 33714

AMEND ARTICLE V INITIAL OFFICERS

CHANGE:

Remove

Theresa Clark

Secretary/Treasurer

-Remove

Garnet C. Clark

-President-

Add

Frank Bialaszewski

Procident

Acte

Denald McDuugull

Vice President.

Add

Garnet C. Clark

Secretary President

AMEND ARTICLE VI REGISTERED AGENT AND STREET ADDRESS

CHANGE

Remove

Garnet C. Clark

Registered Agent

Add

Frank Bialaszewski

Registered Agent

New Address

5853 Haines Road N.

St. Petersburg, 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: NA

THIRD	The date of each amendment's adoption: October 19, 2004
FOUR?	TH: Adoption of Amendment(s) (check one)
	The amendments 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
	VOTING GROUP
	The amendment(s) was/were adopted by the board of directors
	without shareholder action and shareholder action was not required.
_x	The amendment(s) was/were adopted by the incorporators without shareholder action and
shareho	older action was not required.

GARNET C. CLARK Incorporator/ President

Signed this 19th day of October, 2004.

CERTIFICATE OF DESIGNATION OF

Pursuant to the provisions of section 607.0501, Florida Statutes, The under the laws of the State of Florida, submits the following statement of STATE ORIDA corporation, organized under the laws of the State of Florida, submits the following statementaling designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: VALUED AUTO WHOLESALE, INC.
- 2. The name and address of the registered agent and office is:

FRANK BIALASZEWSKI 5853 Haines Road N. St. Petersburg, FL 33714 727/488-7787

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

This 19 day of October, 2004

on filing purposes Only Frank Bialasconsk AUTHORIZE ANNA CHESTNUT TO RendE DONALD Mc Dougace AS VICE PRESIDENT AND INSTALL PRANK AS VEE President AND , Re INSTALL NOTIFIED REGISTER OF CORPORATE Garnett CLARK AS PresiDENT AND RUMBUS therosa CLARK. Called Cente wholesale PO10000 868