



✓ Income Tax Service
✓ Financial & Insurance Services
✓ Accounting & Bookkeeping Services

320 Osceola Avenue
Jacksonville Beach, FL 32250
Phone 904/241-2533
Fax: 904/241-1604
www.triplechecktax.com

P01000094846

August 16, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: AUTO TOWN USA, INC.

600007337606--7
-08/26/02--01047--005
*****35.00 *****35.00

To Whom It May Concern:

The enclosed "Articles of Amendment" are submitted change the officer for above referenced corporations. Check #8665 is enclosed for State fees. If you need to speak with me concerning this document please call (904) 241-2533. Please return all correspondence concerning this matter to the following:

Triple Check Income Tax Service, Inc.
320 Osceola Avenue
Jacksonville Beach, FL 32250

Sincerely,

Heather Mitchell
Heather Mitchell

Enclosures:
Articles- 1 set of 2
Check #8665

FILED
02 AUG 26 PM 3:46
SECRETARY OF STATE
TALLAHASSEE-FLORIDA

*all 3 memos
8/29*

ARTICLES OF AMENDMENT

OF

AUTO TOWN USA, INC.

ARTICLE I - NAME

The name of the corporation is:

AUTO TOWN USA, INC.

ARTICLE II - TEXT

Pursuant to the Florida General Corporation Act, Chapter 607 of the Florida Statutes, specifically paragraph 607.1006, the aforementioned corporation desires to amend its original Articles of Incorporation by **changing the registered agent and officers of the corporation.**

ARTICLE III- NATURE OF BUSINESS

The specific nature of business to be transacted by this corporation is to engage in services and activities associated with decision making in the public and private sector.

ARTICLE IV -NEW REGISTERED AGENT

The new registered agent will be Nick M. Martone of 3548 Phillips Highway in Jacksonville, Florida 32207. 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 statues 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.

Signature

Nick M. Martone

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V- NEW OFFICER

The sole officer of the corporation shall be:

Nick M. Martone
D/P/S/T

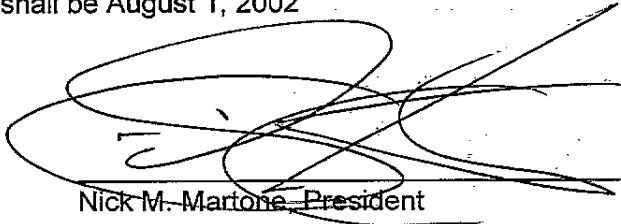
3548 Phillips Highway
Jacksonville, Florida 32207

ARTICLE VI – AUTHORITY

This amendment was adopted by the provisions of the original Articles of Incorporation wherein said amendment has been voted on and approved by the undersigned sole Director and the shareholders at a Shareholders' meeting held on August 1, 2002.

ARTICLE VIII – EFFECTIVE DATE

The effective date of this Amendment shall be August 1, 2002

A large, stylized handwritten signature in black ink, appearing to be 'Nick M. Martone', is written over the printed name and title.

Nick M. Martone, President