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BASIC AMENDMENT

F.S. AUTO CORP.

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Amendment

1/7/02

DC

January 4, 2002

F.S. AUTO CORP.
C/O JAMES W GOODWIN
400 N TAMPA ST, STE 2300
TAMPA, FL 33602

SUBJECT: F.S. AUTO CORP.
REF: P01000112905

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Darlene Connell
Corporate Specialist

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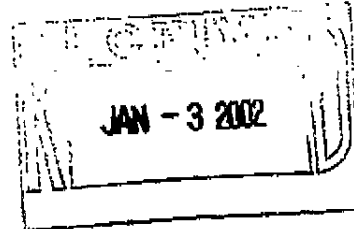
FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 3, 2002

F.S. AUTO CORP.
C/O JAMES W GOODWIN
400 N TAMPA ST, STE 2300
TAMPA, FL 33602

SUBJECT: F.S. AUTO CORP.
REF: P01000112905



We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H02000000615

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 JAN -7 PM 4:00

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
F.S. AUTO CORP.**

Document Number of Corporation: P01000112905

1. The name of the corporation is F.S. Auto Corp.
2. Section A of Article VI of the Articles of Incorporation is hereby amended to read as follows:

**"ARTICLE VI
BOARD OF DIRECTORS**

A. Board of Directors. The names and addresses of the directors of the Corporation are:

Steven Rabb
400 N. Tampa Street, Suite 2300
Tampa, Florida 33602"

3. Section D of Article VII of the Articles of Incorporation is amended to read as follows:

**"ARTICLE VII
OFFICERS**


D. The names and office of each of the officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

President, Secretary, Treasurer – Steven Rabb"

4. The amendments were duly approved by the written consent of all of the shareholders of the Corporation on January 3, 2002.

IN WITNESS WHERE, we have hereunto set our hand as of this 3rd day of January, 2002.

F.S. AUTO CORP.


Steven Rabb
President

James W. Goodwin, Esq., #375519
MacFarlane Ferguson & McMullen
P.O. Box 1531
Tampa, Florida 33601
(813) 273-4337

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