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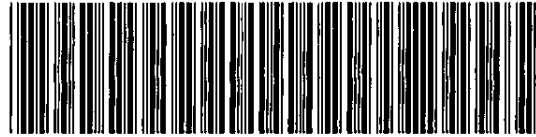
(Business Entity Name)

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2008 APR -4 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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4-9-08

LAW OFFICES
ROBERT ABRAHAM, P.A.

A PROFESSIONAL ASSOCIATION
149 SOUTH RIDGEWOOD AVENUE
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DAYTONA BEACH, FLORIDA 32114

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E-MAIL:
robertabraham@mindspring.com

April 2, 2008

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

Re: Southern Aircraft Leasing, Inc.

Gentlemen:

Enclosed are the original and one copy of the proposed articles of amendment to articles of incorporation for the above company.

We would appreciate your filing the articles of amendment to articles of incorporation as soon as possible and forwarding one certified copy of the articles of amendment to me on the date of filing.

Our check in the amount of \$35.00 to cover your costs is also enclosed.

Thank you for your assistance in this matter.

Sincerely,



Robert Abraham

RA:cm
Enclosures
WC041.2

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SOUTHERN AIRCRAFT LEASING, INC.**

FILED
2008 APR -4 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Southern Aircraft Leasing, Inc., a Florida corporation (the "Company"), are amended as set forth in these Articles of Amendment:

1. The name of the Company, until amended as provided herein, is Southern Aircraft Leasing, Inc.
2. The Company's Articles of Incorporation were filed on November 27, 2001.
3. The purpose of these Articles of Amendment is to change the name of the Company from Southern Aircraft Leasing, Inc. to Car People Holdings, Inc.
4. Article I of the Company's Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE I - NAME OF CORPORATION

The name of this Company is Car People Holdings, Inc."

5. This amendment was adopted by the shareholders of the Company, upon recommendation of the Company's board of directors, on April 1, 2008, and the number of votes cast for the amendment by the shareholders was sufficient for approval.
6. This amendment is made pursuant to Sections 607.1003 and 607.1006, Florida Statutes.
7. This amendment is effective immediately upon being filed with the Florida Department of State.

These Articles of Amendment are executed on April 1, 2008.

Southern Aircraft Leasing, Inc.
(n/k/a Car People Holdings, Inc.)

By: _____

Robert R. Johnson, President