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BASIC AMENDMENT

ADS AUTOS, INC.

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AMENDMENT TO ARTICLES OF INCORPORATION
OF ADS AUTOS, INC.

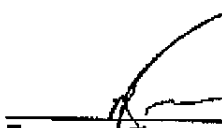
1. The Articles of Incorporation are hereby amended to change the address of the corporation from 1350 12th Street East, Palmetto, Florida 34221-4168 to to 1489 Market Circle, Unit 8, Port Charlotte, Florida 33983.

2. The Articles of Incorporation are hereby amended to change the incorrect spelling of the Incorporator's Name, the Director's Name, the President's Name and the Treasurer's Name from Nikolay Kutsayer to Nikolay Kutsayev.

3. The Articles of Incorporation are hereby amended to change the incorrect spelling of the Vice President' Name and the Secretary's Name from Tamara Kutsayer to Tamara Kutsayev.

2. Upon the recommendation of the board of directors, the shareholders adopted this amendment by resolution on August 19, 2002, by unanimous vote of the shareholders.

Dated as of August 19, 2002.



Tamara Kutsayev, Secretary