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- Lake Mary, FG 32746
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BROTHERS AUTOMART, INC.

To whom it may concern, please find enclosed the Articles of Amendment to the Articles of Corporation for Brothers Auto Mart, Inc.

Also enclosed is a check for \$43.75 - \$35 filing fee and \$8.75 for a certified copy. Please mail the certified copy to:

Brothers Auto Mart

David Leavitt

491 Queensbridge Drive

Lake Mary, FL 32746

(407) 323-1448

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Brothers Auto Mart, Inc

(present name)

P03000015578

(Document Number of Corporation (If known)

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

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

Article IV - Change in number of shares from 12 to 50

Article VII - Change in Corporate Officers as follows:

- 1) Remove Floyd C Leavitt, Jr. (Director) of 2819 Cleburne Road, Orlando, FL 32817 as an officer of the corporation. An Officer/Director Resignation form was completed and signed by Floyd C Leavitt, Jr and mailed to the Florida Department of State on May 19, 2003.
- 2) Change title of David J Leavitt of 491 Queensbridge Drive, Lake Mary, FL 32746 FROM Director TO President.

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:

Concurrent with Floyd C Leavitt's resignation from Brothers Auto Mart, Inc, all six shares held by Floyd C Leavitt are relinquished and returned to David J Leavitt.

THIRD:	The date of each amendment's adoption: May 19, 2003
	: Adoption of Amendment(s) (CHECK ONE)
2	The amendment(s) 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
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 16th day of May , 2003
Signature_	D-E
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	David J Leavitt (Typed or printed name)
	Director Aresident