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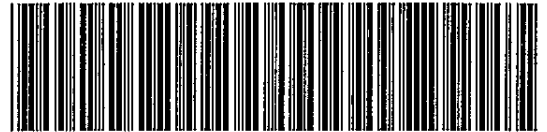
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July 6, 2004

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

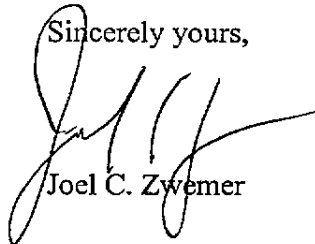
Re: 310 South, Inc.
Doc. #P03000067105

Dear Sir/Madam:

Enclosed for filing with your office is Articles of Amendment to the Articles of Incorporation of 310 South, Inc. and a check in the sum of \$35.00 to cover the filing fee.

If anything further is required, please advise.

Sincerely yours,



Joel C. Zwemer

JCZ:ew

cc: Heather Bennett

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF 310 SOUTH, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the

undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is 310 South, Inc. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution amending Article I of the Articles of Incorporation at the annual meeting of the Board of Directors held on June 30, 2004, and all of the shareholders of the Corporation approved the resolution amending Article I of the Articles of Incorporation at the annual meeting of the shareholders held on June 30, 2004, and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval of said amendment. The following is a true and correct copy of the resolution amending Article I of the Articles of Incorporation:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Down South Autosports, Inc."

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 30th day of June, 2004.

310 SOUTH, INC.

By: Heather Bennett
Heather Bennett, President