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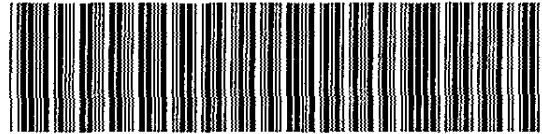
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BUDGET AUTO TRANSPORT, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials	
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

BUDGET AUTO TRANSPORT, INC.

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 VI – DIRECTOR (S)

Should read as follows:

	<u>NAME:</u>	<u>ADDRESS</u>	
PRESIDENT	MARIA OSPINA	810 W 53 TERRACE	50%
TREASURER		HIALEAH, FL 33012	
VICE-PRESIDENT	NIXON R. GARY	810 W 53 TERRACE	50%
SECRETARY		HIALEAH, FL 33012	

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, areas follows.

THIRD: The date of each amendment's adoption: February 24, 2004.

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 for each voting group entitled to vote separately on each amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and the 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 24 day of February, 2004.

Signature



(By the Chairman or Vice Chairman of the directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the director)

OR

(By an incorporator if adopted by the incorporator)

MARIA OSPINA
Typed or Printed Name

PRESIDENT
Title