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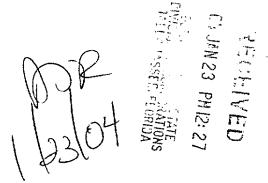


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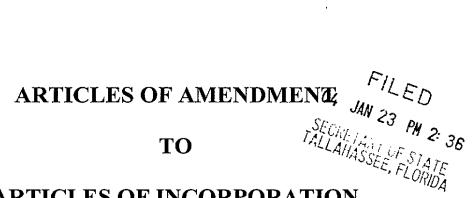
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(Requestor's Name)		
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NEW FILINGS	AMENDMENTS	200000gg
Profit	Amendment	
NonProfit	Resignation of R.A., Officer/	Director
Limited Liability	Change of Registered Agent	
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Other	Merger	
OTHER FILINGS	REGISTRATION/ OUALIFICATION	
Annual Report	Foreign	
Fictitious Name	Limited Partnership	
Name Reservation	Reinstatement	

Trademark



ARTICLES OF INCORPORATION

OF

AAA AFFORDABLE RENT A CAR, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President:

Jerry Orihuela

SECOND: Article 5 shall be amended to state:

President:

Douglas Love

whose addresses shall be the same as the principal address of the Corporation.

THIRD: Article 6 of the Articles of Incorporation states Director as:

Jerry Orihuela

FOURTH: The Director of the Corporation shall be changed to:

Douglas Love

whose addresses shall be the same as the principal address of the Corporation.



SIXTH: The date of the adoption of this amendment is the 16 January 2004.

SEVENTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

EIGHTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 16 January 2004.

Douglas Love, Chairman of the Board of Directors