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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**CARBIZ AUTO CREDIT, INC.**

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CARBIZ AUTO CREDIT, INC.**

**FILED**  
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CLERK OF DISTRICT COURT  
FLORIDA

Pursuant to Section 607.1006 of the Florida Statutes, CARBIZ AUTO CREDIT, INC., a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), does hereby certify:

**Name.** The name of the Corporation is CARBIZ AUTO CREDIT, INC.

**Amendments Adopted.** The amendment adopted provides for a new provision pertaining to actions the Corporation may not take without the consent of an outside director.

**Text of Amendments.** The Corporation's Articles of Incorporation are hereby amended by adding the following new Article VIII:

**"ARTICLE VIII  
OUTSIDE DIRECTOR**

(a) The Corporation shall at all times maintain at least one independent director (an "Outside Director"), who shall not be at the time of such individual's appointment as Outside Director, and may not have been at any time during the preceding five (5) years, a member, a shareholder, officer, director, manager, or employee of (i) the Corporation or any of its subsidiaries, (ii) a shareholder of the Corporation, or any of its subsidiaries, shareholders or members, (iii) an affiliate of the Corporation or any of its subsidiaries, shareholders or members or (iv) a guarantor of any obligation of the Corporation or any of its subsidiaries, shareholders or members.

(b) Without the authorization and direction of its Outside Director, the Corporation shall not: institute proceedings for itself to be adjudicated bankrupt or insolvent; consent to the institution of a bankruptcy or insolvency proceeding against it; file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy; consent to the appointment of a receiver, liquidator, assignee, trustee, sequestration (or other similar official) for itself or a substantial part of its property; make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due.

(c) Without the affirmative vote of its Outside Director, the Corporation shall not: for itself (i) liquidate or dissolve, in whole or in part; or (ii) amend this Article VIII of the Articles of Incorporation or amend its bylaws containing provisions similar to those contained in this Article VIII."

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**Adoption of Amendments.** The foregoing amendment was approved by unanimous written consent of the Board of Directors and the sole shareholder of the Corporation pursuant to Sections 607.0704 and 607.0821, Florida Statutes, on December 17, 2007.

**Effective Date.** The effective date of the amendments herein certified shall be the date of filing these Articles of Amendment to Articles of Incorporation with the Florida Secretary of State.

**IN WITNESS WHEREOF,** the undersigned Chief Financial Officer of the Corporation has executed these Articles of Amendment to Articles of Incorporation as of the 17<sup>th</sup> Day of December 2007.

**CARBIZ AUTO CREDIT, INC.**

By: 

Stanton Heintz, Chief Financial Officer

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