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**BASIC AMENDMENT**

**VALU AUTO FINANCE, INC.**

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**ARTICLES OF AMENDMENT  
OF  
VALU AUTO FINANCE, INC.**

1. The name of the Corporation is VALU AUTO FINANCE, INC. (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

The name of the Corporation is VALU AUTO FINANCE COMPANY

3. The foregoing amendment was unanimously adopted by the sole Director and the sole Stockholder of the Corporation by a Written Consent signed by them on May 24, 2004 manifesting their intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 24 day of May, 2004.

  
\_\_\_\_\_  
George Russell, President

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