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BILL ELDER AUTO, INC.

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Amend @ 10.13.06

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DIVISION OF CORPORATIONS

October 12, 2006

BILL ELDER AUTO, INC.
5808 GEORGIA AVENUE
WEST PALM BEACH, FL 33405

SUBJECT: BILL ELDER AUTO, INC.
REF: P06000054192

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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Irene Albritton
Document Specialist

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Fax Audit No.: H 060002503633

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
BILL ELDER AUTO, INC.**

Pursuant to the provisions of the Florida Business Act, the Corporation adopted the following Articles of Amendment to the Articles of Incorporation which were previously filed with the Secretary of State on April 14, 2006 under Document Number P06000054192:

First: The following article of the Articles of Incorporation is hereby amended as follows:

ARTICLE VII - DIRECTORS

The name and address of the directors until the next election of the directors is as follows:

⁴²⁰⁰
William D. Elder 5808 Georgia Avenue, West Palm Beach FL 33405
Judith B. Elder 5808 Georgia Avenue, West Palm Beach FL 33405
⁴²⁰⁰

Second: The following additional article is hereby incorporated into the Articles of Incorporation as follows:

ARTICLE IX - OFFICERS

The name, address and title of the persons to serve as the officers until the next election of officers is as follows:

PRESIDENT:	William D. Elder	⁴²⁰⁰ 5808 Georgia Avenue, West Palm Beach FL 33405
VICE PRESIDENT:	John Carl Elder	⁴²⁰⁰ 5808 Georgia Avenue, West Palm Beach FL 33405
SECRETARY:	Jean E. Elder	⁴²⁰⁰ 5808 Georgia Avenue, West Palm Beach FL 33405
TREASURER:	Judith B. Elder	⁴²⁰⁰ 5808 Georgia Avenue, West Palm Beach FL 33405

Third: This Amendment was adopted by the unanimous vote of the shareholders of the Corporation on the 11 day of October, 2006.

Dated: October 11, 2006.


William D. Elder, President

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

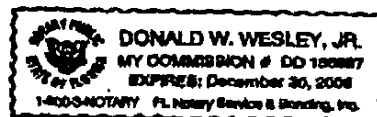
BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared William D. Elder, President, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same. **WITNESS** my hand and official seal in the County and State last aforesaid this 11 day of October, 2006.

Print: Donald Wesley

My Commission Expires:

Prepared by: Michael J Posner, Esq.
4420 Beacon Circle, Suite 100
West Palm Beach, Florida 33407
Bar No: 525685 + Phone: 561/842-3000


Notary Public, State of Florida



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