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FIERS FLEET, INC.

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*Amend all
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H06000160372 3

ARTICLES OF AMENDMENT

OF

**FIERS FLEET, INC.
a Florida corporation**

1. The following provisions of the Articles of Incorporation of FIERS FLEET, INC., a Florida corporation, originally filed in Tallahassee, Florida on May 19, 2006, be and they hereby are amended in the following particulars:

Article VIII is hereby amended to read as follows:

ARTICLE VIII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than two (2) Directors and no more than five (5) Directors. The name and address of the initial Directors of this Corporation who shall serve until their successors are duly elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Carlisle Worthington Fiers, Jr.	1131 N. Lake Shore Drive Sarasota, Florida 34231
Carlisle Worthington Fiers, III	1131 N. Lake Shore Drive Sarasota, Florida 34231

2. The remainder of the Articles of Incorporation shall remain unchanged, unaltered and in full force and effect.

3. The foregoing amendment was duly approved by the Stockholders and Directors of the corporation on June 14, 2006.

4. This amendment shall be effective immediately upon filing.

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H060000160372 3

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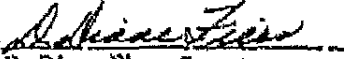
IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 14th day of June, 2006.

FIERS FLEET INC.,
a Florida corporation

By: 

Carlisle Werthington Fiers, III,
President

ATTEST:

By: 
D. Diane Fiers, Secretary

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H060000160372 3