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**PEL SMART, INC.**

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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
PEL SMART, INC.**

The undersigned, as President of PEL SMART, INC., does hereby certify that the Amendments provided for herein were adopted by the sole stockholder and the board of directors on the 22 day of January, 2008.

1. Name of Corporation: PEL SMART, INC.
2. Document Number: The document number of the Corporation is P07000104604.

3. Amendments Adopted:

(a) Article I of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE I - Name and Address

The name of this corporation is PEL MOTORS, INC. The principal office and mailing address of the corporation is 19820 US Highway 19 North, Clearwater, Florida 33764."

(b) Article VII of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE VII - Officers

The names and addresses of the persons who shall serve in the offices designated opposite their names until successors are designated by the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Philip E. Lokey	President	19820 US Highway 19 North Clearwater, Florida 33764
Sharon Boraski	Secretary/Treasurer	19820 US Highway 19 North Clearwater, Florida 33764"

Prepared By:  
Bruce H. Bokor, Esquire  
Johnson, Pope, Bokor, Ruppel & Burns, LLP  
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4. Stockholder Approval: All of the stockholders entitled to vote on this Amendment approved such Amendment.

5. All other articles and provisions of the Articles of Incorporation as originally filed on September 19, 2007 remain the same.

The undersigned has executed these Articles of Amendment on the 22 day of January, 2008.

PEL SMART, INC.

By:   
Philip E. Cokey, President

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