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February 13, 1998

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Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: SOUTHSIDE AUTO BODY REBUILDERS, INC.

Dear Madame or Sir:

Enclosed please find the Articles of Amendment to The Articles of Incorporation of Southside Auto Body Rebuilders, Inc., changing the above referenced name to Gemma of Sarasota, Inc. We have also enclosed our trust account check in the amount of \$87.50 to cover the cost of filing said amendment.

If you should have any questions, please do not hesitate to contact our office. Thank you for your assistance in this matter.

Very truly yours,

MUIRHEAD, GAYLOR & BELLE

Karen M. Cavalieri

Karen M. Cavalieri, Legal Assistant to
Michael J. Belle

/s
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 AM 11:51

N.C.
02-18-98
CC

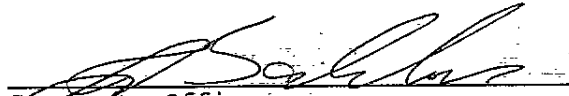
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
SOUTHSIDE AUTO BODY REBUILDERS, INC.

The undersigned, as the officer the corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board Of Directors and the shareholders of this corporation, called and held according to the applicable provisions of the laws of Florida and this corporation's bylaws, on February 10, 1998, at which meeting all of the members of the Board Of Directors and all of the stockholders of record holding a majority of the issued and outstanding stock in this corporation were present, and the following resolution was unanimously adopted:

It is hereby resolved, by the Board Of Directors and the shareholders of Southside Auto Body Rebuilders, Inc., that the said Board Of Directors and shareholders deem it advisable, and hereby declare it to be advisable that the Articles Of Incorporation of Southside Auto Body Rebuilders, Inc. be amended to change the corporate name from Southside Auto Body Rebuilders, Inc. to Gemma of Sarasota, Inc..


In witness whereof, these Articles Of Amendment are being executed and filed, by the authorized corporate officer, on behalf of Southside Auto Body Rebuilders, Inc..


Corporate Officer

JAMES BALCHIN
(Corporate Officer - Printed Or Typed Name)

State Of Florida
County Of Sarasota

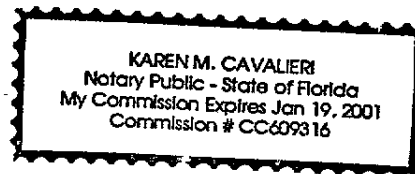
On February 10, 1998, the above named corporate officer of Southside Auto Body Rebuilders, Inc., who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Amendment To The Articles Of Incorporation Of Southside Auto Body Rebuilders, Inc..


Notary Public

Karen M. Cavalieri

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



(SEAL)

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Articles Of Amendment To The
Articles Of Incorporation Of
Southside Auto Body Rebuilders, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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