

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 223-8870 • 1-800-347-8802 • Fax (850) 223-1222

P93000056509

Circle J's Auto Sales,
Inc.

200002565102--5

-06/19/98--01013--025

*****35.00 *****35.00

Amend

RECEIVED

98 JUN 19 AM 9:27

RECEIVED
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

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TALLAHASSEE, FLORIDA

98 JUN 19 AM 11:42

FILED

10/1/98

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CIRCLE J'S AUTO SALES, INC.**

FILED
98 JUN 19 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is CIRCLE J'S AUTO SALES, INC.
2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors and all of the stockholders of the Corporation eligible to vote by the execution of a written statement manifesting their intention that such amendment be adopted, dated the 1st day of June, 1998:

Article IV of the Articles of Incorporation is amended to read as follows:

FOURTH:

The authorized capital stock of this Corporation shall consist of 20,000,000 shares of Class A common stock at \$.0001 par value.

3. The foregoing Amendment shall become effective and the Articles of Incorporation shall be deemed to be amended thereby upon the filing of these Articles of Amendment by the Department of State.

4. The Amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President and Secretary on this 1st day of June, 1998.

By:

JOHN FOWLER, President

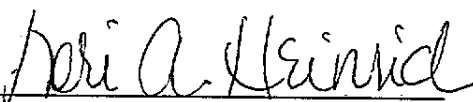
And By:

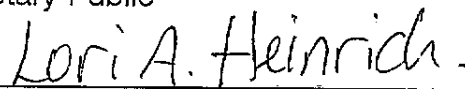
JOHN FOWLER, Secretary

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared JOHN FOWLER who is to me well known to be the person described in and who subscribed to the above Articles of Amendment to the Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Fort Myers, in said County and State this 1st day of June, 1998.


Notary Public


Printed Name of Notary Public

My Commission Expires:



LORI A HEINRICH
My Commission CC447S70
Expires Mar. 23, 1999
Bonded by NFNU
800-224-6368