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11800 28th Street N.
St Petersburg, FL 33716
727/592-0146--Fax 727/592-0795

Progressive Media Holdings Corp.

March 25, 2002

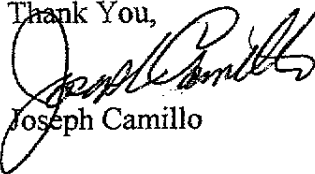
Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, Fl. 32399

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-03/26/02--01083--007
*****43.75 *****43.75

Dear Examiner:

Enclosed you will find the Amended Articles of Incorporation for Auto Wholesale Specialists, Inc.. A check for \$43.75 for the fees and a certified copy sent back to me the registered Agent Joseph Camillo at 11800 28th St. No. St Petersburg, Florida 33716. Phone # 727-592-0146.

Thank You,


Joseph Camillo

FILED
02 MAR 26 PM 12:25
CLERK OF STATE
TALLAHASSEE, FLORIDA

.....Communication:.....

The Power in the Market

Amended
PS 4/3/02

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

AUTO WHOLESALE SPECIALISTS, INC.

FILED
02 MAR 26 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments

The undersigned, being the President and sole Director of Auto Wholesale Specialists, Inc. (the "Corporation"), in order to amend its Certificate of Incorporation, does hereby certify that:

- FIRST:** The name of the corporation is **Auto Wholesale Specialists, Inc.**
- SECOND:** The Certificate of Incorporation of the Corporation was filed by the Secretary of State on July 11, 1994.
- THIRD:** The Certificate of Incorporation is hereby amended to affect the following Amendment (the "Amendment") to Article IV:

Article IV: Capital Stock

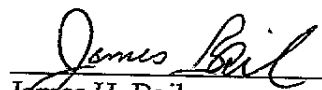
The total number of shares of capital stock which the Corporation is authorized to issue is One Hundred Million (**100,000,000**) shares of common stock, \$0.001 par value per share, all of which shall have the same rights and privileges (the "Common Stock").

- THIRD:** This Amendment to the Articles of Incorporation was authorized by unanimous written consent of the Board of Directors on March 5, 2002 and will become effective upon filing by the Secretary of State of Florida.

FOURTH: The Amendment was adopted by the Board of Directors without shareholder action, and shareholder action was not required.

Signed this 25th day of March, 2002

By:


James H. Bailey
President and Sole Director

Attached Board Resolution

BOARD OF DIRECTORS' RESOLUTION

FOR

**Authorization of Amendment to Articles of Incorporation,
Forward Stock Split and Acquisition of Progressive Leasing, Inc.**

BY

**AUTO WHOLESALE SPECIALISTS, INC.
(the "Corporation")**

The sole Director of the Corporation duly present, and upon motion duly made and approved, it was


RESOLVED, that the Articles of Incorporation of the Corporation shall be amended to increase the aggregate number of shares which the Corporation is authorized to issue from Fifty Million (50,000,000) shares of Common Stock, \$0.001 par value, to One Hundred Million (100,000,000) shares of Common Stock, \$0.001 par value; and it was further

RESOLVED, that each One (1) of the Two Million (2,000,000) common shares of the Corporation that are presently issued and outstanding shall be split into Four (4) shares of Common Stock of the Corporation, such that post-split there shall be Eight Million (8,000,000) common shares of the Corporation issued and outstanding; and it was further

RESOLVED, that the Corporation shall enter into an Agreement for the Exchange of Common Stock with Pamela Wilkinson pursuant to which agreement the Corporation shall acquire 100% of the outstanding shares of Progressive Leasing, Inc., all of which are presently owned by Pamela Wilkinson, in exchange for Seventy-Two Million (72,000,000) shares of the Corporation's common stock to be issued to Pamela Wilkinson.

The undersigned, sole member of the Corporation's Board of Directors, certifies that the above is a true, accurate, and correct copy of a resolution duly adopted at a meeting of the Directors thereof, convened and held in accordance with law and the By-Laws of said Corporation on March 1, 2002, and that such Resolution is now in full force and effect.

IN WITNESS THEREOF, I have affixed my name as sole Director of **AUTO WHOLESALE SPECIALISTS, INC.**, and have attached the seal of same corporation to this Resolution.


Mr. James H. Bailey
President, Sole Director

3/5/02
Date