ACCOUNT NO. : 072100000032

REFERENCE :

907055

4307842

AUTHORIZATION :

COST LIMIT :

\$ 87.50

ORDER DATE: July 28, 1998

ORDER TIME : 12:36 PM

ORDER NO. : 907055-005

CUSTOMER NO:

4307842

500002600645--7

CUSTOMER: Ms. Haley Watkins

Martin Ade Birchfield &

One Independent Dr., Ste 3000

Post Office Box 59

Jacksonville, FL 32201

NAME: NOT ON YOUR LIFE, INC.

DOMESTIC AMENDMENT FILING

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT

____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

PLAIN STAMPED COPY

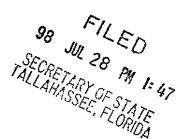
_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

GEA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF NOT ON YOUR LIFE, INC.



- The name of the corporation is Not On Your Life, Inc.
- 2. Article I of the Articles of Incorporation of Not On Your Life, Inc., a Florida corporation, is hereby amended in its entirety to read as follows:

The name of this corporation is:

Airport Auto Auction, Inc.

- 3. The foregoing amendment was recommended by the sole member of the Board of Directors of the corporation and was adopted on July 15, 1998 by unanimous written consent by the shareholders entitled to vote and the members of the Board of Directors of the corporation, pursuant to Section 607.1003, Florida Statutes (1997). The number of votes cast for the amendment by the holders of the voting common stock of the corporation, the only voting group entitled to vote on the amendment, was sufficient for the approval of the amendment.
- 4. The foregoing amendment shall become effective upon the date of filing of these Articles of Amendment with the Secretary of State of the state of Florida.

IN WITNESS WHEREOF, the undersigned officer of the aforesaid corporation has executed these Articles of Amendment this /6 day of July, 1998.

NOT ON YOUR LIFE, INC.

Paul F. Fusil

Its President

90:01