CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

P95000007231

_____ of _____ № 53707

RE: Whole Sale Replacement Services, Inc

NAME ______
FIRM ______
ADDRESS ______

PHONE ( ) ______

Service: Top Priority ______ One Day Service   Regular ______ Two Day Service

To us via ______ Return via ______

Matter No.: ______ Express Mail No. ______

State Fee $ ______ Our $ ______

		C.O.	DISBURSED
	Capital Express℠		
	Inc. File		
	Corp. Record Search		
	Ltd. Partnership File		
✓	Foreign Corp. File		
	( ) Cert. Copy(s)		
✓	Art. of Amend. File		
	Dissolution/Withdrawal		
	C U S-		
	Fictitious Name File		
	500002121235--7		
	Name Reservation	-03/24/97--01013--014	
	Annual Report/Reinstatement	*****87.50	*****87.50
	Reg. Agent Service		
	Document Filing		
	Corporate Kit		
	Vehicle Search		
	Driving Record		
	Document Retrieval		
	UCC 1 or 3 File		
	UCC 11 Search		
	UCC 11 Retrieval		
	____ File No.'s, ____ Copies		
	Courier Service		
	Shipping/Handling		
	Phone ( )		
	Top Priority		
	Express Mail Prep.		
	FAX ( ) pgs.		
	SUBTOTALS		

FILED
97 MAR 24 AM 11:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 MAR 24 AM 10:0?
DIVISION OF CORPORATION

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

3/24

Amend. CC

TX!

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	Alyce		CK No.
BY			

WALK-IN
Will Pick Up 3/24 1:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

11-2528-7 PONDER'S INC., THOMASVILLE, GA.

ARTICLES OF AMENDMENT

TO ARTICLES OF INCORPORATION

OF

WHOLESALE REPLACEMENT SERVICE, INC.

FILED
97 MAR 24 AM 11:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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1. The name of this Corporation is **WHOLESALE REPLACEMENT SERVICE, INC.** (the "Corporation").

2. Article III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"Article III

The maximum number of shares of Common Stock that the corporation is authorized to have outstanding at any one time is 1,000,000 shares having a $.0005 par value.

3. The foregoing amendment was adopted by the Shareholders of the Corporation on March 19, 1997. A sufficient number of votes for approval was cast on that date.

4. Each outstanding shares of the $5.00 par value common stock of the Corporation shall be considered converted to 3680 shares of the newly authorized $.0005 par value Common Stock of the Corporation. Upon surrender to the Corporation of share certificates of previously issued shares of its $5.00 par value common stock, such shares shall be converted and reissued in shares of the newly authorized $.0005 par value Common Stock in the manner set forth above.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 21 day of March, 1997.

WHOLESALE REPLACEMENT SERVICE, INC.

By: ______________________
Patrick Clawson, its President and Director

Attest: ______________________
Earle Clawson, its Secretary