11/13/97

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

VAME: CASH ON TITLES INC.

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P.04/02

445-8830



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

November 13, 1997

CASH ON TITLES INC. 8200 SW 93RD ST MIAMI, FL 33156

SUBJECT: CASH ON TITLES INC.

REF: P96000092880

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

- The current name of the entity is as referenced above. Please correct your document accordingly.
- The date of adoption of each amendment must be included in the document.
- If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:
 - A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
 - (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell Corporate Specialist

FAX Aud. #: H97000018939 Letter Number: 297A00054725

#97000018939

AMENDMENT TO ARTICLES OF INCORPORATION OF CASH ON TITLES INC.

CASH ON TITLES INC., a Florida Corporation, duly filed on November 13, 1996 with the FLORIDA DEPARTMENT OF STATE, Division of Corporations, hereby amend the Articles of Incorporation, pursuant to the approval and amendment by the sole shareholder and sole director conducted on November 17, 1997, as follows:

That the corporate address for said CASH ON TITLES INC. is hereby amended to read as follows:

11354 S.W. 184 STREET MIAMI, FLORIDA 33157

Dated at Miami, Dade County, Florida, this 18th day of November, 1997.

Witnesses:

MIKE PEREZ, President Secretary and Treasurer

and DIRECTOR

STATE OF FLORIDA COUNTY OF DADE

BEFORE ME personally appeared MIKE PEREZ, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

PERSONALLY KNOWN () WHO TOOK AN OATH ()
DID NOT TAKE AN OATH ()

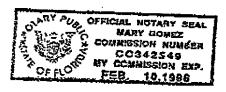
WITNESS my hand and official seal, this day of NOVEMBER, 1997.

NOTARY PUBLIC. STATE OF FLORIDA. AT LARGE

MY COMMISSION EXPIRES

THIS DOCUMENT WAS PREPARED BY:

A. KOSS, ATTORNEY 782 N.W. 42 AVENUE #448 MIAMI, FL 33126 (305) 443-4343 FLORIDA BAR NO. 147806 OV 18 PH 4: 28
AHASSEE, FLORIDA



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