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Attorneys at Law

RONALD G. THORNTON*
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ACCREDITED ESTATE PLANNER
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October 29, 1997

Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment - Flynn Auto Carriers, Inc.

Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Amendment for the above corporation, together with minutes approving the amendment.

Please endorse your approval of the Amendment on the duplicate copy and return it to the attention of the undersigned.

A check in the amount of \$35.00 is enclosed to cover the cost of same.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Very truly yours,

THORNTON, TORRENCE
& GONZALES, P.A.

LARRY J. GONZALES

Enclosure
corporateletter.amd
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
9/7/97 - 3 PM 1:34

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AND
FILED

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ARTICLES OF AMENDMENT

OF

FLYNN AUTO CARRIERS, INC.

The undersigned Corporation, in accordance with the Florida General Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

ARTICLE I: NAME

The name of the Corporation is: FLYNN AUTO CARRIERS, INC.

ARTICLE II: AMENDMENT

Article I of this Corporation's Articles of Incorporation is hereby amended (the "Amendment") in its entirety so as to read, after Amendment, as follows:

"ARTICLE I: NAME AND ADDRESS

The name and address of the Corporation shall be: P & P AUTO CARRIERS, INC., P. O. Box 296, Brooksville, FL 34605-0296."

ARTICLE III: ADOPTION

The Amendment has been adopted and approved by consent of all of the Directors and Shareholders of the Corporation pursuant to 607.1002 Florida Statutes.

The Amendment shall become effective upon filing with the Florida Secretary of State. A copy of consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 16 day of Sept, 1997.

FLYNN AUTO CARRIERS, INC.

By:

Patrick Flynn
PATRICK FLYNN, SR., President

APPROVED
AND
FILED
97 NOV -3 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA,
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 16 day of Sept, 1997, by PATRICK FLYNN, SR., as President, of FLYNN AUTO CARRIERS, INC., a Florida corporation, on behalf of the Corporation. PATRICK FLYNN, SR. is personally known to me or has produced Driver License as identification and did not take an oath.

Kelly L. Bride
NOTARY PUBLIC - State of FL
My Commission Expires: 1-2-99



KELLY L BRIDE
My Commission CC436927
Expires Feb. 02, 1999
Bonded by HAI
800-422-1565

UNANIMOUS CONSENT IN LIEU OF SPECIAL
MEETING OF SHAREHOLDERS AND DIRECTORS OF

FLYNN AUTO CARRIERS, INC.

This Consent shall be in lieu of a special meeting of the Directors of FLYNN AUTO CARRIERS, INC.

The undersigned, being all of the Shareholders and Directors of FLYNN AUTO CARRIERS, INC., acting without meeting, pursuant to the Florida General Corporation Act and the Bylaws of the Corporation, do hereby consent to changing the name of the Corporation to P & P AUTO CARRIERS, INC., and approve and adopt the foregoing Articles of Amendment.

DATED: 9/16/97

Patrick D. Flynn, Jr.
PATRICK FLYNN, JR.
Theresa Flynn
THERESA FLYNN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED