

P97000097388

Bruce D. Green, P.A.  
ATTORNEY AT LAW

FEDERAL EXPRESS

December 9, 1997

Secretary of State  
Division of Corporations  
Attn: Amendments  
Post Office Box 6327  
Tallahassee, FL 32314

100002368201--5  
-12/10/97--01065--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: First Auto Holdings, Inc.  
Document # P97000097388

To Whom It May Concern:

In regard to the above, enclosed herein you will find Articles of Amendment along with my trust account check in the amount of \$35.00 as and for filing fees due in this regard.

Please return acknowledgment of filing this amendment to me at your earliest opportunity. I have enclosed an envelope for your convenience.

Thank you for your prompt attention and assistance.

Very truly yours,

  
Bruce David Green

BDG:jdf  
Enclosures

Amend.  
12-15-97  
CC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
FIRST AUTO HOLDINGS, INC.**

Article IV of the articles of incorporation of **FIRST AUTO HOLDINGS, INC.** was amended by the corporation's board of directors on November 21, 1997. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

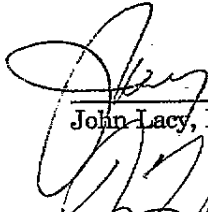
1. The name of the corporation is **FIRST AUTO HOLDINGS, INC.**
2. Article IV of the articles of incorporation of **FIRST AUTO HOLDINGS, INC.** was amended as follows:

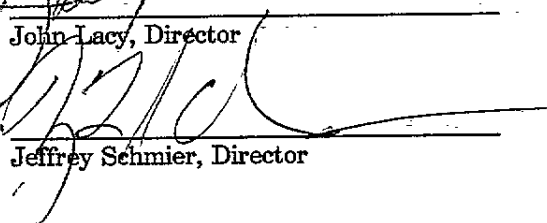
"The Corporation is authorized to issue 20,000,000 shares of Preferred Stock. The board of directors is authorized to provide for the issuance of such Preferred Stock in one or more classes/series and, by filing the appropriate articles of amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in such classes/series and the preferences, limitations, and relative rights of such classes/series.

"The Corporation is authorized to issue 50,000,000 shares of Common Stock.

3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on November 21, 1997.

**In witness whereof**, the undersigned Director of this corporation has executed these articles of amendment on November 21, 1997.

  
Joan Lacy, Director

  
Jeffrey Schmier, Director

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