

P97000099628

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

UNISERVICE CORPORATION

Certificate of Status	0
Certified Copy	1
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Name Change

Amendment
1/7/02
Dr

1/9/02 4:31 PM

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02 JAN -4 PM 4: 27

DIVISION OF CORPORATIONS

January 3, 2002

New Filings Section
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Withdrawal of Foreign Qualification of
Associated Automotive Group, Inc. (the "Company")
Document No: F01000004649

Dear Sir or Madam:

The undersigned, as Director and Vice President of Associated Automotive Group, Inc., a Nevada corporation, withdraws the Company's Application to Transact Business in Florida, filed on August 29, 2001, and further releases any hold in connection with the name "Associated Automotive Group, Inc." solely for the purpose that the name be available for the simultaneous filing of domestic Articles of Amendment of Uniservice Corporation, a Florida corporation.

Very truly yours,

Associated Automotive Group, Inc.



David Jacoby
Director and Vice President

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
UNISERVICE CORPORATION**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of Uniservice Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P97000099628, does hereby certify:

First: That in accordance with the Written Consent of the Board of Directors dated October 1, 2001 and approval by a majority of the Corporation's shareholders pursuant to a special meeting of the shareholders held on December 14, 2001, in accordance with Section 607.0820 and Section 607.0705 of the Florida Business Corporation Act, all the directors and a majority of the shareholders of said Corporation approved the amendment to the Corporation's Amended and Restated Articles of Incorporation as follows:

Article I and Article IV of the Corporation's Articles of Incorporation shall be deleted in their entirety and substituted by the following:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation shall be Associated Automotive Group Incorporated.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be (i) eighty seven million (87,000,000) shares of common stock, par value \$.0001 per share, of which 80,000,000 shares have been designated as Class A Common Stock and 2,000,000 shares have been designated as Class B Common Stock, and (ii) five million (5,000,000) shares of Preferred Stock having a par value of \$.0001 per share.

The Class A Common Stock shall be designated as follows:

1. Designation and Number of Shares. The Class A Common Stock shall be designated as "Class A Common Stock" with a par value of \$.0001 each, and the number of shares constituting the Class A Common Stock shall be 80,000,000 shares.

Brian A. Pearlman, Esq. - Fla. Bar No. 0157023
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, FL 33301 (954) 763-1200

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2. Voting Rights. Holders of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held.

3. Dividends. Holders of Class A Common Stock shall be entitled to dividends as shall be designated by the Company's Board of Directors from time to time.

The Class B Common Stock shall be designated as follows:

1. Designation and Number of Shares. The Class B Common Stock shall be designated "Class B Common Stock" with a par value of \$.0001 each, and the number of shares constituting the Class B Common Stock shall be 2,000,000 shares.

2. Voting Rights. Holders of Class B Common Stock shall be entitled to ten (10) votes for each share of Class B Common Stock held.

3. Dividends. Holders of Class B Common Stock shall be entitled to dividends as shall be designated by the Company's Board of Directors from time to time.

4. Conversion. Holders of Class B Common Stock may convert any shares of Class B Common Stock held by any of them into shares of Class A Common Stock, provided that upon conversion, the voting rights of such converted shares shall be on a one vote for one share basis; and provided that such Class A Common Stock are unencumbered or are not subject to any escrow agreement or otherwise.

5. Sale or Transfer of Class B Common Stock. Holders of Class B Common Stock may sell or transfer any or all of their shares of Class B Common Stock to any party, who will have the same rights, privileges, and restrictions, if applicable, of any other holder of Class B Common Stock.

Classes and series of the Common Stock and Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes of Common Stock as adopted by the Board of Directors.

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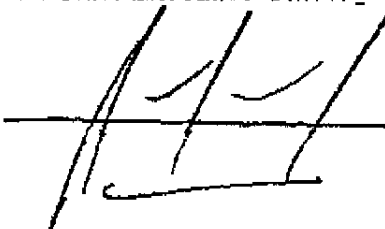
The foregoing amendment was adopted by the Board of Directors and a majority of the shareholders of the Corporation pursuant to the Florida Business Corporation Act; therefore, the number of votes cast by the shareholders of the Corporation for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned being the President of this Corporation has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation as of January 4, 2001.

UNISERVICE CORPORATION

By: Ricardo Vilensky

Its: Chief Executive Officer

A handwritten signature in black ink, appearing to be 'R. Vilensky', is written over a horizontal line.

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