

# P970000 99628

Florida Department of State  
Division of Corporations  
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## BASIC AMENDMENT

### ASSOCIATED AUTOMOTIVE GROUP INCORPORATED

Certificate of Status	0
Certified Copy	1
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AMEND  
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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
ASSOCIATED AUTOMOTIVE GROUP INCORPORATED**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of ASSOCIATED AUTOMOTIVE GROUP INCORPORATED (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 Articles of Amendment were filed by the Secretary of State of Florida on January 4, 2002, and that said Amendment requires clarification as to the total amount of authorized capital stock.

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

**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 capital 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.

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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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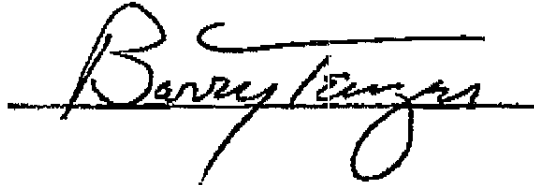
The foregoing Amendment to clarify Article IV of the Corporation's Articles of Incorporation was adopted by the Board of Directors by written consent dated February 15, 2002. Shareholder approval was not required, therefore, the number of votes cast for the Amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned being the President of this Corporation has executed these Articles of Amendment as of February 15, 2002.

ASSOCIATED AUTOMOTIVE GROUP  
INCORPORATED

By: Barry Tenzer

Its: President

A handwritten signature in black ink, appearing to read "Barry Tenzer", is written over a horizontal line.

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