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March 17, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Classic Motorcars Leasing, Inc.
Articles of Amendment

2000002463612--6
-03/20/98--01079--017
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find an original and one copy of the Amendment to Articles of Incorporation with reference to the above-captioned matter.

Also enclosed is our check in the amount of \$35.00 which covers the cost of filing. Kindly file same and return one copy to me marked "filed" in the self-addressed stamped envelope provided.

Thank you for your cooperation in this matter.

Yours very truly,

Terry Beer
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *ADD VICE-PRES*
Jerald S. Beer
Jerald S. Beer

JSB/ka DATE *3-24*
Enclosures *1000*

*ANY
OK
3/24*

FILED
98 MAR 23 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
CLASSIC MOTORCARS LEASING, INC.**

FILED
98 MAR 23 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §607.0704 and §607.0821 of the Florida Statutes, CLASSIC MOTORCARS LEASING, INC., a corporation organized and existing under the laws of the State of Florida, adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I of the Articles of Incorporation is hereby deleted and replaced with the following:

ARTICLE I

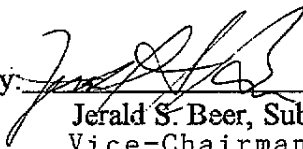
Name and Address

The name and address of the proposed corporation shall be Classic Motorcars Leasing, Inc., located at 500 Palm Street, Suite 29, West Palm Beach, Florida 33401.

2. This Amendment shall become effective upon filing in accordance with Florida Statutes.

3. The foregoing Amendment was adopted by a majority vote of the Directors and Shareholders of the corporation at a special joint meeting of the Directors and Shareholders of the corporation on February 1, 1998, and was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officers have set their hands and seals effective this 1st day of February, 1998.

By: 
Jerald S. Beer, Subscriber
Vice-Chairman