

JUL 23 8 33 AM '97

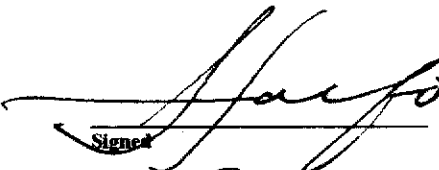
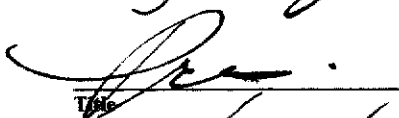
AMENDMENT OF ARTICLES

STATE OF IDAHO
CLERK OF THE COURT

On July 16, 1997 Cars "R" Us, Inc. held an authorized meeting with the shareholders, to amend articles of incorporation, pursuant to Idaho Code 31-1-1001 as follows:

As of July 16, 1997 the corporate name changes from CARS "R" US, Inc. to CARS - U.S.A., Inc. This name change is pursuant to Idaho code 30-1-401.

One shareholder (who holds 100% of the shares) attended the meeting, one share holder voted for the name change to Cars - U.S.A. Inc., there were zero votes against changing the name.


Signed

Title
7/22/97
Dated

IDAHO SECRETARY OF STATE

07/23/1997 09:00
CK: 4424 CT: 84657 BH: 23703

1 @ 30.00 = 30.00 AMEND PROF

C94555