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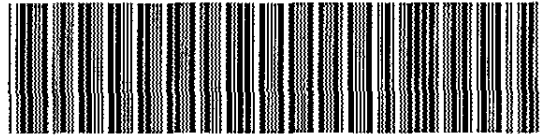
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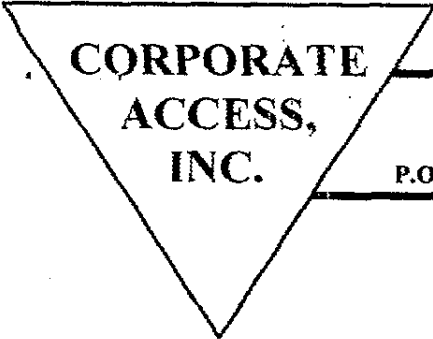
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Amendment

1.) Sawgrass Ford, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

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**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SAWGRASS FORD, INC.**

**FILED**  
02 DEC 18 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
1-1-03

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

1. Article III of the Articles of Incorporation of Sawgrass Ford, Inc. is amended to read as follows:

“ARTICLE III: the total number of shares of capital stock which the Corporation shall have the authority to issue is two hundred and fifty (250) shares of common stock of the par value of \$100.00 each.”; and

2. The date of the adoption of this amendment and the resolution authorizing a five-for-four forward stock split by the Board of Directors and Shareholders is December 12, 2002.


3. This amendment to the articles of incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division or combination exceeding the percentage of authorized shares that were unissued before the division or combination.

4. All of the common stock of the Corporation is subject to the resolution authorizing a five-for-four forward stock split. This amendment of the articles of incorporation is made in connection with that resolution to increase the authorized shares by five for every four.

5. The resolution authorizing a five-for-four forward stock split shall become effective on January 1, 2003.

6. The foregoing Amendment was approved by all of the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 12 day of December, 2002.

  
Peter J. Menten, president

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS AND  
SHAREHOLDERS OF SAWGRASS FORD, INC.**

We, the undersigned, being all of the Shareholders and Directors of Sawgrass Ford, Inc., a Florida corporation, (hereafter the "Corporation"), do hereby consent to and approve the following written consent to action, which shall be treated for all purposes as resolutions passed at a meeting of the Board of Directors and Shareholders of the Corporation:

**RESOLVED**, that the Shareholders and Board of Directors deem a five-for-four forward split of the shares of the Corporation's common stock to be in the best interests of the Corporation and its shareholders;

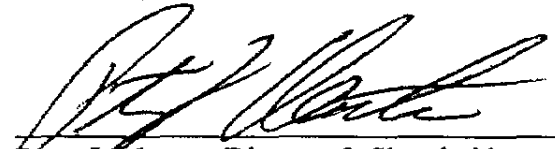
**RESOLVED**, that the appropriate officers of the Corporation be, and hereby are, authorized and directed to take such action as they deem necessary or appropriate to effect the forward stock split;

**RESOLVED**, that Article III of the Corporation's Articles of Incorporation be amended to read in its entirety as follows, to accomplish a five-for-four forward stock split in the issued and outstanding shares and the authorized but unissued shares of the Corporation's common stock:

"ARTICLE III: the total number of shares of capital stock which the Corporation shall have the authority to issue is two hundred and fifty (250) shares of common stock of the par value of \$100.00 each."; and

**RESOLVED**, that the forward stock split provided for herein shall be effective on January 1, 2003.

**IN WITNESS WHEREOF** the undersigned have hereunto set their hands and seals as of this 12 day of December, 2002.

  
Peter J. Menten, Director & Shareholder

  
David Menten, Director & Shareholder