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BASIC AMENDMENT

ALEX KARRAS LINCOLN-MERCURY, INC.

Certificate of Status	0
Certified Copy	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 3, 2000

ALEX KARRAS LINCOLN-MERCURY, INC.
6760 14TH ST., W.
P. O. BOX 9028
BRADENTON FLORIDA, 34207

SUBJECT: ALEX KARRAS LINCOLN-MERCURY, INC.
REF: 465015

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 3, 2000

ALEX KARRAS LINCOLN-MERCURY, INC.
6760 14TH ST., W.
P. O. BOX 9028
BRADENTON FLORIDA, 34207

SUBJECT: ALEX KARRAS LINCOLN-MERCURY, INC.
REF: 465015

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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Karen Gibson
Corporate Specialist

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Letter Number: 500A00000154

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Fax Audit #: H 99 0000 33 640 6

ARTICLES OF AMENDMENT
OF
ALEX KARRAS LINCOLN-MERCURY, INC.

1. Pursuant to Florida Statutes Sections 607.1003 and 607.1006, Article III of the Articles of Incorporation of the above referenced corporation is revised to read as follows:

The maximum numbers of shares of stock that this Corporation is authorized to have outstanding at any one time shall be ten (10) shares of Class "A" common stock having a par value of One Dollar (\$1.00), and One Thousand (1000) shares of Class "B" common stock having a par value of One Dollar (\$1.00). Class "A" shares shall have unlimited voting rights. Class "B" shares shall have no voting rights except as otherwise required by the Florida Business Corporation Act as amended from time to time.

2. The foregoing amendment was adopted on August 30, 1999, by written unanimous consent of all of the Directors and Shareholders entitled to vote on the amendment in accordance with Florida Statutes Sections 607.0704 and 607.0821, which unanimous consent was sufficient for approval by all voting groups entitled to vote on the amendment.

3. The amendment does not provide for an exchange, re-classification, or cancellation of stock.

4. The Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on August 30, 1999.

ALEX KARRAS LINCOLN-MERCURY, INC., a
Florida Corporation

By: Alex Karras
Alex Karras, Director / President

Prepared By:
Stephen Grave de Peralta
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bridenton, FL 34205
(941) 748-0100
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