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May 5, 1999

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

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-05/10/99--01147--009  
\*\*\*\*105.00 \*\*\*\*\*35.00

Attention: Mr. Andy Dunlap

Re: Merger of Orlando Zone Jeep-Eagle Advertising Association, Inc. into and with Orlando Zone Chrysler-Plymouth-Jeep Dealer Advertising Association, Inc. (Successor to Orlando Region Chrysler-Plymouth Advertising Association, Inc. by Reason of a Change of the Corporate Name)

Dear Sir or Madam:

Please be advised that we represent Orlando Region Chrysler-Plymouth Advertising Association, Inc., a non-profit Florida corporation, in connection with the above-captioned matter.

Enclosed you will find the following:

1. The original and one copy of the Articles of Merger of Orlando Zone Jeep-Eagle Advertising Association, Inc., and Orlando Region Chrysler-Plymouth Advertising Association, Inc.;
2. The original and one copy of the Articles of Amendment to the Articles of Incorporation of Orlando Region Chrysler-Plymouth Advertising Association, Inc.;
3. The firm's check in the amount of \$105.00 made payable to the Florida Department of State in payment of the filing fees.

Please file the foregoing Articles of Merger and Articles of Amendment, stamp the enclosed copies indicating the date of filing, and return the stamped copies to the undersigned in the self-

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99 MAY 17 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend Name Change  
Amend.  
5/17/99

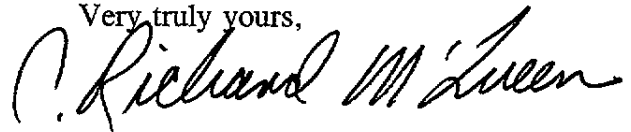
Florida Department of State  
May 5, 1999  
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addressed stamped envelope enclosed for your convenience. Please also include your certification concerning the filing of the Articles of Merger and Articles of Amendment.

In the event that you have any questions concerning the foregoing documents, please contact the undersigned at 404/420-5913 (direct dial).

Thanking you in advance, I am

Very truly yours,

A handwritten signature in black ink that reads "C. Richard McQueen". The signature is written in a cursive style with a large initial "C" and "M".

C. Richard McQueen

CRM/plb  
enclosures

cc: Mr. Keith Grubb  
Mr. Cory Harris  
Debra L. Green, CPA

03830100001vrgg914

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF ORLANDO REGION CHRYSLER-PLYMOUTH ADVERTISING ASSOCIATION, INC.**

Pursuant to the provision in § 617.1006, Florida Statutes, Orlando Region Chrysler-Plymouth Advertising Association, Inc., a Florida Not For Profit Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1.

The First Article is hereby deleted in its entirety, and a new First Article is hereby substituted in lieu thereof and shall read as follows:

"FIRST

The name of the Corporation (hereinafter called the Corporation) is  
Orlando Zone Chrysler/Plymouth/Jeep Dealer Advertising  
Association, Inc.

2.

The Second Article is hereby deleted in its entirety, and a new Second Article is hereby substituted in lieu thereof and shall read as follows:

"SECOND

The Corporation is organized for the following purposes:

- (a) To act as a commercial or trade association through which payment shall be made for advertising and promotional activities purchased from and supplied by others to promote the sale of Chrysler, Plymouth and Jeep motor vehicles by authorized Chrysler, Plymouth and Jeep dealers in a Designated Marketing Area.
- (b) To do all things and transact all business which any person or individual or firm may lawfully do, consistent with the foregoing purposes and with all of the rights and privileges of a corporation organized pursuant to the Florida Not For Profit Corporation Act".

3.

The Twelfth Article is hereby deleted in its entirety and a new Twelfth Article is hereby substituted in lieu thereof as follows:

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TALLAHASSEE, FLORIDA

"TWELFTH

"The principal office of the Corporation shall be in the City of Orlando, Florida, and the Corporation may establish one or more offices for the conduct of business within the State of Florida, whenever circumstances warrant.

4.

The foregoing Amendments were adopted as of the 26th day of March, 1999, by the members of the subject Corporation, and the number of votes cast by said members for said Amendment was sufficient for approval.

This 26th day of March, 1999.

**Orlando Zone Chrysler/Plymouth/Jeep Dealer  
Advertising Association, Inc. (successor to  
Orlando Region Chrysler-Plymouth Advertising  
Association, Inc. by reason of a change of  
corporate name)**

By: \_\_\_\_\_

  
Orin Smith, President

[CORPORATE SEAL]

ATTEST:

By: \_\_\_\_\_

  
Secretary