H08452

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 489132 4326591

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 87.50

ORDER DATE : August 7, 1997

ORDER TIME : 11:18 AM

ORDER NO. : 489132-010

CUSTOMER NO: 4326591

Name Change Amend

700002260767--8

CUSTOMER: Jackson Boggs, Esq
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

FILED
97 AUG -7 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: SUNCOAST CHRYSLER-PLYMOUTH, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
______ RESTATED ARTICLES OF INCORPORATION

RECEIVED
97 AUG -7 PM 12:20
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
______ PLAIN STAMPED COPY
______ CERTIFICATE OF GOOD STANDING

BDU 8/7/97

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: ______

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97 AUG -7 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION

OF

SUNCOAST CHRYSLER-PLYMOUTH, INC.

WHEREAS, the Articles of Incorporation of **SUNCOAST CHRYSLER-PLYMOUTH, INC.** were filed with and approved by the Secretary of State of the State of Florida on the 19th day of June, 1984; and

WHEREAS, the Plan of Articles of Merger were filed with the Secretary of State of the State of Florida on the 13th day of September, 1984, which merged Suncoast Chrysler-Plymouth, Inc., a Delaware corporation, into Wayne F. Schmidt, Sr., Inc., a Florida corporation, changing its corporate name to **SUNCOAST CHRYSLER-PLYMOUTH, INC.**; and

WHEREAS, it is the intention of the directors and the voting stockholders of **SUNCOAST CHRYSLER-PLYMOUTH, INC.** that the Articles of Incorporation of **SUNCOAST CHRYSLER-PLYMOUTH, INC.** be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of **SUNCOAST CHRYSLER-PLYMOUTH, INC.** hereinafter set forth was approved by the directors and the voting stockholders of **SUNCOAST CHRYSLER-PLYMOUTH, INC.**, comprising the only voting group of stockholders, pursuant to the provisions of Florida Statutes, Section 607.1003(5), on the 1st day of Aug., 1997; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of **SUNCOAST CHRYSLER-PLYMOUTH, INC.** are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following, to-wit:

"ARTICLE I

The name of this corporation shall be:

SUNCOAST CHRYSLER PLYMOUTH JEEP, INC."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of **SUNCOAST CHRYSLER-PLYMOUTH, INC.**, by its President and Secretary this 1st day of Aug, 1997.

SUNCOAST CHRYSLER-PLYMOUTH, INC.

By: Wayne Schmidt
Wayne F. Schmidt, Sr., President

By:
Philip A. Schmidt, Secretary

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1 day of Aug, 1997, by Wayne F. Schmidt, Sr. and Philip A. Schmidt, President and Secretary, respectively, of **SUNCOAST CHRYSLER-PLYMOUTH, INC.**, a Florida corporation, on behalf of the corporation, who are personally known to me or have produced ____________ as identification and who did not take an oath, and acknowledged to me that they executed the Amendment to Articles freely and voluntarily for the uses and purposes therein expressed.

Witness my hand and official seal the date aforesaid.

M. Straight
signature

M. STRAIGHT
print name

Notary Public

My Commission Expires:

M. STRAIGHT
State of Florida
My Comm.# CC432111
Expires Jan. 24, 1999

EJB\036