

BROWN, WALDRON & CARLTON

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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WALDRON & CARLTON, P.A.

EUGENE E. WALDRON, JR.
DAVID P. CARLTON
VINCENT A. SICA

October 24, 1997

Amendment Section
Division of Corporations
FLORIDA DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32304

300002330343--8
-10/27/97--01103--013
*****35.00 *****35.00

Re: DeSoto Ford-Mercury, Inc.

Dear Sir or Madam:

Enclosed are original executed Articles of Amendment of the Articles of Incorporation of DeSoto Ford-Mercury, Inc. dated October 24, 1997 and this Firm's check in the amount of \$35.00 made payable to Florida Department of State. Also enclosed is a copy of the Articles of Amendment. Please stamp the copy as received and return the copy in the self-addressed, stamped envelope I have provided for your convenience.

Your cooperation and assistance in this matter are appreciated.

Sincerely,

BROWN, WALDRON & CARLTON

Eugene E. Waldron Jr
Eugene E. Waldron, Jr.

EEWJr:nm
Enclosures

corp1\secofstate.

Signed in the absence of
Eugene E. Waldron, Jr.
to avoid delay
in mailing.

APPROVED
AND
FILED

97 OCT 27 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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20-01-97

ARTICLES OF AMENDMENT
OF
DESOTO FORD-MERCURY, INC., a Florida corporation

1. The following provisions of the Articles of Incorporation of DESOTO FORD-MERCURY, INC., a Florida corporation, filed in Tallahassee, June 23, 1988 and effective June 23, 1988, be and they hereby are amended in the following particulars:

Article 1, be and it hereby is amended to read as follows:

"The name of the corporation is DESOTO AUTOMOTIVE ENTERPRISES, INC."

2. The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 24th day of October, 1997.

IN WITNESS WHEREOF, the parties have set their hands this 24th day of October, 1997.

DESOTO FORD-MERCURY,
a Florida corporation

By: [Signature]

MARK SCHLUNDT
Its President

By: [Signature]

PATRICIA SCHLUNDT
its Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

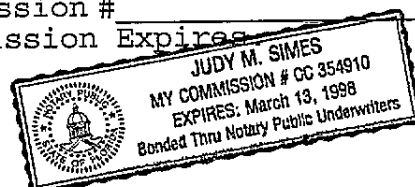
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APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF DESOTO

The foregoing instrument was acknowledged before me this 24th day of October, 1997 by, MARK SCHLUNDT, and PATRICIA SCHLUNDT as President and Secretary respectively of DESOTO FORD-MERCURY, INC., on behalf of the corporation and who have produced PERSONALLY & DOWN TO ME as identification.

[Signature], Notary Public
State of Florida at Large
My Commission # _____
My Commission Expires _____



RESOLUTION OF THE DIRECTORS AND SHAREHOLDERS OF
DESOTO FORD-MERCURY, INC.
CHANGING CORPORATION NAME

RESOLVED AS FOLLOWS:

1. That the name of the corporation be changed to that of
DESOTO AUTOMOTIVE ENTERPRISES, INC.
2. That the President and Secretary be and they hereby are
authorized and directed to execute Articles of Amendment
of the Articles of Incorporation and to have said
instrument filed in the office of the Secretary of State
in Tallahassee, Florida.
3. That the Secretary be and she hereby is authorized to
execute a Certificate of Amendment of the Bylaws of this
corporation evidencing the change of the corporate name
as authorized hereby and to affix said certificate to the
bylaws of this corporation.
4. That the President and Secretary be and they hereby are
authorized and directed to execute any further documents,
pay the necessary fees and costs, and do any and all
things that may be necessary to effectuate the foregoing
resolutions.

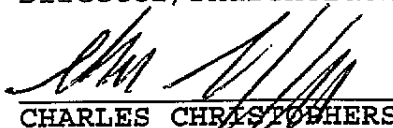
Dated October 24th, 1997.



MARK SCHLUNDT
Director/Shareholder



MATTHEW KRATZER
Director/Shareholder



CHARLES CHRISTOPHERSON
Director/Shareholder

97 OCT 27 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED