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**KILLGORE PEARLMAN**

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2 CERTIFIED CIRCUIT COURT MEDIATOR  
3 ALSO MEMBER OF NEW YORK & TEXAS BAR

ROBERT M. STEENBERGH, P.A.  
OF COUNSEL

August 6, 1997

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

900002274669--8  
-08/22/97--01058--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: AMENDMENT TO ARTICLES OF INCORPORATION OF  
TROUP FORD LINCOLN MERCURY, INC.

900002274669--8  
-08/22/97--01058--018  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Dear Sir or Madam:

Enclosed for filing please find the Amendment to the Articles of Incorporation for Troup Ford Lincoln Mercury, Inc. changing its name to Victory Ford Lincoln Mercury, Inc.

Also enclosed is our check in the amount of \$35.00 representing the filing fee for this Amendment and a check in the amount of \$52.50 for a certified copy of the Amendment to the Articles of Incorporation.

Please return that to the undersigned at your earliest convenience.

Very truly yours,

KILLGORE PEARLMAN

By: *M. F. Stamp*  
Martin F. Stamp

MFS/cb  
Enclosures

secstate.lt2

FILED  
97 AUG 22 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Del 9/2*  
*n/c*  
*Amend*

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF TROUP FORD LINCOLN MERCURY, INC.

FILED  
97 AUG 22 1997  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TROUP FORD LINCOLN MERCURY, INC., a corporation organized and existing under the laws of the State of Florida under certificate filed in the office of the Secretary of State on August 15, 1997, hereby certifies as follows:

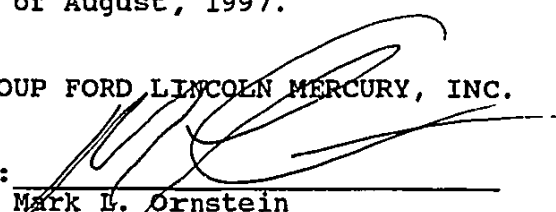
RESOLVED, that the certificate of incorporation of TROUP FORD LINCOLN MERCURY, INC. be amended so as to change the name of the corporation to VICTORY FORD LINCOLN MERCURY, INC. and that Article 1 shall be amended to read:

"The name of the corporation shall be  
VICTORY FORD LINCOLN MERCURY, INC."

This amendment was adopted by the sole incorporator without shareholder action prior to the election of Directors and prior to the issuance of shares, therefore shareholder action was not required.

IN WITNESS WHEREOF, the undersigned Incorporator of the corporation have executed these Articles this 19th day of August, 1997.

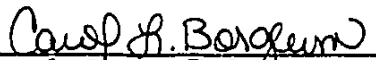
TROUP FORD LINCOLN MERCURY, INC.

By:   
Mark L. Ornstein  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of August, 1997, by MARK L. ORNSTEIN as Incorporator of the corporation, on behalf of the corporation. He is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

NOTARY PUBLIC:

Sign:   
Print: CAROL L. BORGLUM  
State of Florida at Large  
My Commission Expires:

Commission No. \_\_\_\_\_

