

P98000076460



ACCOUNT NO. : 072100000032  
REFERENCE : 963706 7144369  
AUTHORIZATION : Patricia Piquet  
COST LIMIT : \$ ~~87.50~~ 43.75

FILED  
98 OCT -6 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : September 16, 1998  
ORDER TIME : 11:54 AM  
ORDER NO. : 963706-005  
CUSTOMER NO: 7144369

CUSTOMER: Ms. Lynn A. Stirber  
Wolf Block Schorr And  
250 Park Avenue  
New York, NY 10177

000002656810--5

DOMESTIC AMENDMENT FILING

NAME: C MOTORS ACQUISITION CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

\*\*\*\*\*FILE FIRST\*\*\*\*\*

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

N.C.  
RECEIVED  
98 OCT -6 PM 1:15  
DIVISION OF CORPORATION  
CC  
10-6-98

ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of  
C MOTORS ACQUISITION CORP.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of 607.1006 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Amendment.

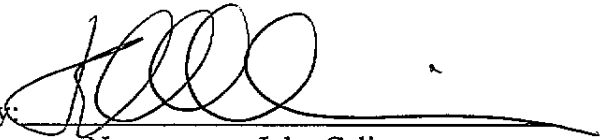
1. The name of the corporation is C MOTORS ACQUISITION CORP.
2. Article FIRST of the Articles of Incorporation of the corporation is hereby amended so as to read as follows:

"FIRST: The name of the corporation is Cavalier Motors, Inc."

3. The date of adoption was September 3, 1998.
4. The number of votes cast for said amendment by the shareholders was sufficient for the approval thereof.

Executed on September 3, 1998

C MOTORS ACQUISITION CORP.

By:   
Name: John Calia  
Title: President