

JORGE SANCHEZ-GALARRAGA
PROFESSIONAL ASSOCIATION
LAW OFFICES

Suite 301
1313 Ponce de Leon Boulevard
Coral Gables, Florida 33134-3343
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Fax: (305) 443-6023

February 14, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 33201

800002092938--8
-02/20/97--01029--001
****105.00 ****105.00

RE: Runway Motors, Ltd.

Gentlemen:

Enclosed are the following:

1. Original and copy of the certificate of amendment to certificate of limited partnership of the above referenced partnership.

2. Check to cover your fees.

Please return a certified copy to our office. Thank you for your kind attention to this matter.

Very truly yours,



Jorge Sanchez-Galarraga

JSG:dbd

Enclosures

A29222

Name	AK-220
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

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DIVISION OF CORPORATIONS
97 FEB 20 PM 12:15

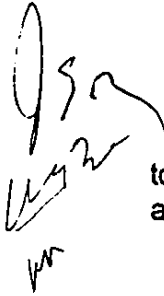
CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
RUNWAY MOTORS, LTD.

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DIVISION OF CORPORATIONS
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The foregoing amendments to the certificate of limited partnership of RUNWAY MOTORS, LTD., as approved by the office of the Secretary of Florida on November 29, 1989, was duly adopted by resolution on February 11, 1997 with the unanimous consent of all partners entitled to vote.

The certificate of limited partnership of RUNWAY MOTORS, LTD., is amended solely as set forth hereinbelow:

Article 3. of the existing certificate of limited partnership is amended as follows:

 **3. Purpose of Limited Partnership** The purpose of the limited partnership is to engage in establishing, obtaining, and operating an automobile dealership for MAZDA automobiles and other related and incidental business activities.

The business purpose includes, but is not limited to, the sale of new and used MAZDA automobiles, used automobiles, auto parts, auto accessories, and other related auto products; and certain services which may include auto repairs, body shop and other activities in the maintenance, sales and service of automobiles.

Article 4. of the existing certificate of limited partnership is amended as follows:

4. Principal Place of Business The principal place of business of the Partnership is 18010 South Dixie Highway, Miami, Florida 33157. The mailing address of the limited partnership is 7200 Bird Road, Miami, Florida 33155.

Article 5. of the existing certificate of limited partnership is amended as follows:

5. Name and Address of Partners.

a. The name and address of the general partner is:

Airport Import, Inc.
7200 Bird Road
Miami, Florida 33155

L23568

b. The names and addresses of the limited partners are:

Rene R. Munoz Garcia
7200 Bird Road
Miami, Florida 33155

Armando Aguilar
7200 Bird Road
Miami, Florida 33155

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Article 6. of the existing certificate of limited partnership is amended as follows:

6. Name and Address of Registered Agent

The name and address of the registered agent is:

Ruben Aguilar
7200 Bird Road
Miami, Florida 33155

The undersigned partners of Runway Motors, Ltd., in affixing their signatures hereto, do certify that the amendment as set forth hereinabove was duly adopted by the unanimous consent of all the partners of the limited partnership as stated hereinabove, and except as hereinabove specifically amended, the original certificate of limited partnership remains as filed and approved.

Airport Import, Inc., as General Partner

By: Jose E. Ramos
JOSE E. RAMOS, President

RENE R. MUNOZ GARCIA,
Limited Partner

ARMANDO AGUILAR,
Limited Partner

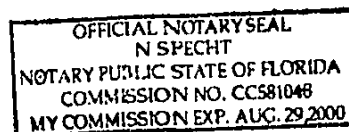
STATE OF FLORIDA)
COUNTY OF DADE)

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DIVISION OF CORPORATIONS
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I HEREBY CERTIFY that on this 11th day of February, 1997, before me personally appeared JOSE E. RAMOS, as President of Airport Import, Inc., as General Partner of Runway Motors, Ltd., who is personally known to me and who did take an oath, and he acknowledged the execution thereof to be his free act and deed as such officer for the uses and purposes therein mentioned and that he affixed thereto the official seal of said corporation, and that the said instrument is the act and deed of said corporation.

SWORN TO AND SUBSCRIBED before me on this 11th day of February, 1997.

Nspecht
Name:
NOTARY PUBLIC, State of FL
My commission expires:



STATE OF FLORIDA)
COUNTY OF DADE)

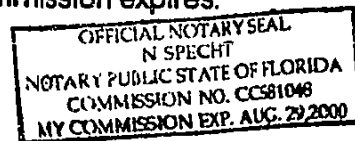
I HEREBY CERTIFY that on this 11th day of February, 1997, before me personally appeared RENE R. MUNOZ GARCIA, as Limited Partner of Runway Motors, Ltd., who is personally known to me and who did take an oath, and he acknowledged the execution thereof to be his free act and deed.

SWORN TO AND SUBSCRIBED before me on this 11th day of February,

1997.

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N Specht
Name:
NOTARY PUBLIC, State of FL
My commission expires:



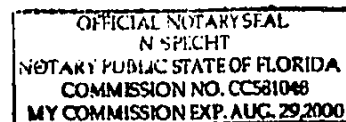
STATE OF FLORIDA)
COUNTY OF DADE)

[Signature]
I HEREBY CERTIFY that on this 11th day of February, 1997, before me personally appeared ARMANDO AGUILAR, as Limited Partner of Runway Motors, Ltd., who is personally known to me and who did take an oath, and he acknowledged the execution thereof to be his free act and deed.

[Signature]
SWORN TO AND SUBSCRIBED before me on this 11th day of February,

[Signature]
1997.

N Specht
Name:
NOTARY PUBLIC, State of FL
My commission expires:



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DIVISION OF CORPORATIONS
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CERTIFICATE

**DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 620.192, Florida Statutes, the following is submitted,
compliance with said Act:

First -- That Runway Motors, Ltd., a limited partnership organized under the laws
of the State of Florida with its principal office at 18010 South Dixie Highway, Miami, Florida
33157, has named Ruben Aguilar, located at 7200 Bird Road, Miami, Florida 33155, as
its agent to accept service of process within this State.

ACKNOWLEDGEMENT

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated limited
partnership, at place designated in this certificate, I hereby accept to act in this capacity,
and agree to comply with the provision of said Act relative to keeping open said office.

The registered agent is familiar with, and accepts, the obligations provided for in section
620.192 of the Florida Statutes.

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By 
Ruben Aguilar
Registered Agent