

LAW OFFICES
BOOSE CASEY CIKLIN LUBITZ MARTENS MCBANE & O'CONNELL
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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JERALD S. BEER, P.A.
WILLIAM R. BOOSE, III, P.A.
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PATRICK J. CASEY, P.A.
PATRICIA M. CHRISTIANSEN
ALAN J. CIKLIN, P.A.
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ROBERT L. CRANE, P.A.
RONALD E. CRESCENZO
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MAILING ADDRESS
P.O. BOX 4626
WEST PALM BEACH, FL 33402-4626

December 31, 1997

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Schumacher Buick-Oldsmobile, Inc.

Dear Sir:

7000002390497--5
-01/06/98--01018--003
*****70.00 *****70.00

Enclosed please find an original and one copy of the Restated Articles of Incorporation with reference to the above-captioned matter.

Also enclosed please find our check in the amount of \$70.00 which covers the following:

Filing Fee	\$35.00
Registered Agent Fee	35.00
	<u>\$ 70.00</u>

Kindly file same and return the copy to me marked "filed."

Thank you for your cooperation in this matter.

Very truly yours,

Susan L. Priess
Susan L. Priess, CLA
Certified Legal Assistant

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

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Restated Articles
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157 236



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 12, 1998

BOOSE CASEY CIKLIN, ET.AL.
% SUSAN PRIESS
P.O. BOX 4626
WEST PALM BEACH, FL 33401

SUBJECT: SCHUMACHER BUICK-OLDSMOBILE, INC.
Ref. Number: 157236

We have received your document for SCHUMACHER BUICK-OLDSMOBILE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 498A00001731

RESTATED ARTICLES OF INCORPORATION

OF

SCHUMACHER BUICK-OLDSMOBILE, INC.

ARTICLE I

Name and Address

The name and address of the Corporation shall be SCHUMACHER BUICK-OLDSMOBILE, INC., located at 3031 Okeechobee Blvd, West Palm Beach, Florida 33407.

ARTICLE II

Duration

The term of existence of the Corporation shall be perpetual, unless sooner dissolved according to law.

ARTICLE III

Purpose

This Corporation is organized for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Restated Articles of Incorporation.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Four Thousand (4,000) shares of One and No/100 Dollars (\$1.00) par value capital stock, which shall be designated as "common shares". The issuance and transfer of stock of the Corporation shall be restricted by any shareholder's agreement entered

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

into and made effective by and among the holders of issued and outstanding common shares of the Corporation. All common shares shall have the same rights to distribution and liquidation proceeds of the Corporation but shall not have identical rights with regard to voting.

One Thousand (1,000) shares of the common shares of One and No/100 Dollars (\$1.00) par value capital stock shall have voting rights, which shares shall be designated "voting common shares." Except as otherwise specifically provided by the laws of the State of Florida, the sole and exclusive right of voting on all corporate matters, including, without limitation, any election, meeting, consent or waiver of notice, shall be in the holders of issued and outstanding voting common shares.

Three Thousand (3,000) shares of the common shares of One and No/100 Dollars (\$1.00) par value capital stock shall have no voting rights, which shares shall be designated "non-voting common shares." Except as otherwise specifically provided by the laws of the State of Florida, the holders of issued and outstanding non-voting common shares are not to be considered shareholders for the purposes of any election, meeting, consent or waiver of notice and shall not be entitled to notice of any meetings of the shareholders of the Corporation; provided, however, that such voting power and right to notice of any meeting of the shareholders shall automatically vest in the owners and holders of issued and outstanding non-voting common shares at such times as there is no voting common shares issued and outstanding.

In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the total net assets of the Corporation remaining after the payment of all debts and obligations of the Corporation shall be distributed equally to each owner and holder of issued and outstanding common shares without preference whatsoever and regardless of whether said holder is the owner of voting common shares or nonvoting common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this Corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the Corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V

Registered Office and Agent

The street address of the registered office of this Corporation is 3031 Okeechobee Blvd., West Palm Beach, Florida 33407.

The name of the registered agent of this Corporation at that address is Richard E. Schumacher.

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Unless otherwise provided by these Restated Articles of Incorporation, Bylaws or the laws of the state of Florida, the registered agent and his office shall remain the same from year to year until his successor has been appointed and has been duly qualified.

ARTICLE VI
Board of Directors

This Corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. Unless otherwise provided by these Restated Articles of Incorporation, Bylaws or the laws of the State of Florida, the director(s) of this Corporation shall hold office from year to year or until their successors are elected or appointed and have qualified. In case of any increase in the number of directors, additional directors shall be elected as provided in the Bylaws of the Corporation.

At any time hereafter, the stockholders may, by a majority vote, determine that the Corporation be managed by the stockholders.

ARTICLE VII
Chairman of the Board Director

The name and address of the person signing these Restated Articles of Incorporation as Chairman of the Board of Directors is :

Richard E. Schumacher

3031 Okeechobee Blvd.
West Palm Beach, Florida 33407

ARTICLE VIII
Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the Corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Restated Articles of Incorporation. With the exception of fixing the number of directors of the Corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the Corporation.

ARTICLE IX
Indemnification and Limitation of Liability

The Corporation shall indemnify any officer or director, or any former officer or director of

the Corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The Corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the Corporation.

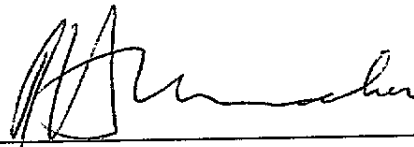
ARTICLE X
Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the Corporation.

ARTICLE XI
Amendment

The Corporation reserves the right to amend, add to, or repeal a provision contained in these Restated Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the chairman of the Board of Directors of the Corporation hereinbefore named, for the purpose of restating the Articles of Incorporation of Schumacher Buick-Oldsmobile, Inc., a corporation for profit and hereby authorized to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, effective the 30 day of April, 1997.



Richard E. Schumacher
Chairman of the Board of Directors of
Schumacher Buick-Oldsmobile, Inc.

WRITTEN CONSENT ACTION OF THE
SHAREHOLDERS OF

Schumacher Buick-Oldsmobile, Inc.

The undersigned, being all of the shareholder of all issued and outstanding shares of Schumacher Buick-Oldsmobile, Inc., a Florida corporation (the "Company") do hereby agree, approve, and consent to the following actions pursuant to Section 607.0704 of the Florida Business Corporation Act (the "Act") and the Company's bylaws and directs that this written consent be filed with the records of the Company as the meeting vote on the matters contained herein:

1. The undersigned waives all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.

2. The undersigned approves the following actions:

WHEREAS, the Company desires to reorganize and recapitalize the Company and successfully complete an "E Reorganization" in accordance with provisions of the Internal Revenue Code of 1986.

WHEREAS, in order to consummate said reorganization and recapitalization of the Company, it is necessary and desirable to consolidate and restate the Articles of Incorporation of the Company (the "Restated Articles of Incorporation");

WHEREAS, the proposed Restated Articles of Incorporation have been submitted to the shareholders for their approval, in accordance with Section 607.1003 of the Act and are attached hereto as Exhibit "A"; and

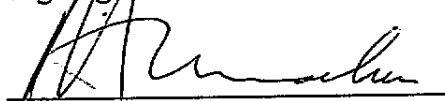
WHEREAS, it is in the best interests of the Company to consummate the recapitalization and reorganization and to restate the Articles of Incorporation.

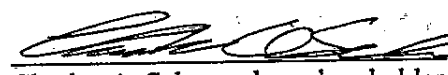
NOW, THEREFORE:

BE IT RESOLVED, that the proposed Restated Articles of Incorporation attached hereto as Exhibit "A" are hereby agreed, approved, and consented to; and

BE IT FURTHER RESOLVED, that the Articles of Incorporation of the Company be restated in accordance with Exhibit "A", and the Restated Articles of Incorporation shall take the place of and supersede the existing Articles of Incorporation and all amendments thereto, pursuant to the law of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being all of the shareholders of all issued and outstanding shares of Schumacher Buick-Oldsmobile, Inc., executes the foregoing action for the purpose of giving their consent to it effective the 30th day of April, 1997.


Richard E. Schumacher, shareholder


Charles A. Schumacher, shareholder

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OF
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2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Restated Articles of Incorporation.

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Richard E. Schumacher
Chairman of the Board of Directors of
Schumacher Buick-Oldsmobile, Inc.

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