

182959

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February 5, 2002

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Blake Chevrolet, Cadillac and Oldsmobile, Inc.

Dear Sir/Madam:

Enclosed please find Amendment to Articles of Incorporation of Blake Chevrolet, Cadillac and Oldsmobile, Inc. and Joint Written Consent to and Record of Action Taken by the Board of Directors and Stockholders for filing. Also enclosed is our check in the amount of \$43.75, representing the filing of \$35.00 and the fee for a certified copy of the Amendment of \$8.75.

Please return the certified copy of the amendment to the undersigned.

Thank you for your attention to this matter.

Very truly yours,

PAUL G. FLETCHER, P.A.



Paul G. Fletcher

*Mr. Fletcher  
gave authority  
to correct name  
in heading 2/11 ac*

PGF/srb  
encl.

cc: Mr. Crawford L. Blake, Jr.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 FEB -7 AM 11:45

FILED

*ac / chg*

**AMENDMENT TO**  
**ARTICLES OF INCORPORATION OF**  
**BLAKE CHEVROLET, CADILLAC AND OLDSMOBILE, INC.**

The undersigned, CRAWFORD L. BLAKE, JR., President, and MARYLS JUSTICE, Secretary, of BLAKE CHEVROLET, CADILLAC AND OLDSMOBILE, INC., a Florida Corporation, do hereby certify that pursuant to a Joint Written Consent to and Record of Action taken by the Stockholders and Board of Directors of the corporation on October 10, 2001, the following amendment to the Articles of Incorporation was adopted:

The name of the corporation shall hereinafter be known as BLAKE CHEVROLET AND CADILLAC, INC., a Florida Corporation.

The undersigned further certify that a Joint Written Consent To and Record of Action Taken by the Board Of Directors and Stockholders of BLAKE CHEVROLET, CADILLAC AND OLDSMOBILE, INC., a Florida Corporation, pursuant to which the Amendment to the Articles of Incorporation changing the name of the Corporation was unanimously adopted by all of the Stockholders and Board of Directors in accordance with the provisions of the corporation's Articles of Incorporation and its By-Laws.

BLAKE CHEVROLET, CADILLAC AND  
OLDSMOBILE INC., a Florida Corporation

By: C. L. Blake Jr.  
CRAWFORD L. BLAKE, JR., PRESIDENT

(CORPORATE SEAL)

Maryls Justice  
MARLYS JUSTICE, SECRETARY

FILED  
02 FEB - 7 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Blake Chevrolet and Cadillac, Inc.  
Page 2 of 2

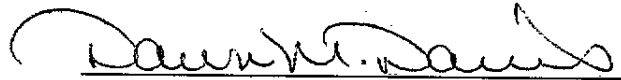
STATE OF FLORIDA    )  
                              )SS:  
COUNTY OF DADE     )

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State of Florida and County set forth above, personally appeared CRAWFORD L. BLAKE, JR., PRESIDENT, AND MARYLYS JUSTICE, SECRETARY, OF BLAKE CHEVROLET, CADILLAC AND OLDSMOBILE, INC., a Florida Corporation, personally known to me and known by me to be the persons who executed the foregoing Amendment to Articles of Incorporation and that the seal affixed to this instrument is the true seal of said Corporation.

IN WITNESS my hand and official seal this 30 day of October, 2001.

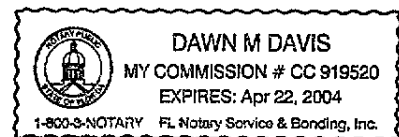
Oath taken \_\_\_\_\_

No Oath Taken X \_\_\_\_\_

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

Dawn M. Davis  
\_\_\_\_\_  
Printed name of Notary

My commission expires:



Prepared by: **Paul G. Fletcher, Esq.**  
**FBN: 129089**  
**PAUL G. FLETCHER, P.A.**  
**ATTORNEYS AT LAW**  
**BANK OF AMERICA BUILDING**  
**Suite #200**  
**1500 South Dixie Hwy.**  
**Coral Gables, Florida 33146**

**JOINT WRITTEN CONSENT TO AND RECORD OF ACTION**  
**TAKEN BY THE BOARD OF DIRECTORS AND STOCKHOLDERS OF**  
**BLAKE CHEVROLET, CADILLAC AND OLDSMOBILE, INC., a Florida Corporation**

The undersigned, constituting all of the Stockholders, Officers and Directors of BLAKE CHEVROLET, CADILLAC AND OLDSMOBILE, INC., a Florida Corporation, hereby set forth their Joint Written Consent to and Record of Action taken by them in accordance with the Laws of the State of Florida and the Articles of Incorporation and By-Laws of the Corporation, in respect to a proposed amendment to the Corporation's Articles of Incorporation on this 10<sup>th</sup> day of October, 2001.

WHEREAS, the Directors and Stockholders of BLAKE CHEVROLET, CADILLAC AND OLDSMOBILE, INC., a Florida Corporation, find that it is in the best interest of the Corporation to change the Corporate name; and

WHEREAS, the Corporation's name shall be changed to BLAKE CHEVROLET AND CADILLAC, INC., a Florida Corporation, it is therefore;

RESOLVED that the Articles of Incorporation of BLAKE CHEVROLET, CADILLAC AND OLDSMOBILE, INC., a Florida Corporation, shall be amended in respect to its name which, upon the filing of this Joint Resolution and Proposed Amendment to the Articles of Incorporation with the State of Florida, shall be hereinafter called BLAKE CHEVROLET AND CADILLAC, INC., a Florida Corporation.

Prepared by: Paul G. Fletcher, Esq.  
FBN: 129089

FURTHER, it is resolved that the Officers of the Corporation are authorized to execute on behalf of the Corporation an Amendment to the Articles of Incorporation to be filed with the appropriate agency of the State of Florida, amending the Corporation's Articles of Incorporation, changing its name to BLAKE CHEVROLET AND CADILLAC, INC., a Florida Corporation, and to insert in the Corporate Minute Book of the Corporation a certified copy of such amendment when approved by the Secretary of State of the State of Florida.

FURTHER, it is resolved that the Officers of the Corporation are further authorized and directed to execute and deliver such additional documents as may be necessary and desirable to accomplish the foregoing amendment to the Articles of Incorporation of the Corporation.

FURTHER, the Joint Written Consent to said name change, executed this date, shall be deemed to establish conclusively the Corporate Officer's authority and the Corporation's approval by its Stockholders and Directors for said name change. The actions taken at this Special Meeting of the Board of Directors and Stockholders of BLAKE CHEVROLET, CADILLAC AND OLDSMOBILE, INC., a Florida Corporation.

IN WITNESS WHEREOF, the undersigned, being all of the Stockholders and Directors of  
BLAKE CHEVROLET, CADILLAC AND OLDSMOBILE, INC., a Florida Corporation, have  
executed this Written Consent this 29 day of October, 2001.

DIRECTORS:

C. L. Blake, Jr.  
CRAWFORD L. BLAKE, JR., DIRECTOR

Steven E. Murdock  
STEVEN E. MURDOCK, DIRECTOR

Steven D. Jones  
STEVEN D. JONES, DIRECTOR

STOCKHOLDERS:

GENERAL MOTORS CORPORATION  
(Motors Holding Division)

By: W. A. Schuster  
(Asst. Secretary)

C. L. Blake, Jr.  
CRAWFORD L. BLAKE, JR.

OFFICERS:

C. L. Blake, Jr.  
CRAWFORD L. BLAKE, JR.  
PRESIDENT

Marlys Justice  
MARLYS JUSTICE  
SECRETARY

Prepared by: PAUL G. FLETCHER, ESQ.  
FBN: 123089  
PAUL G. FLETCHER, P.A.  
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