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**LAW OFFICES OF  
KENNEDY & ASSOCIATES, P.L.**

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January 2, 2003

624-1444

Secretary of State  
Bureau of Corporate Records  
Amendment Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Schooley Cadillac, Inc.; Amendment to the Articles of Incorporation

Dear Madam:

I enclose an Amendment to the Articles of Incorporation for Schooley Cadillac, Inc.

Kindly return a certified copy of this Amendment to my office. I enclose filing fees computed as follows:

Filing of Amendment	\$35.00
Certified Copy	<u>8.75</u>
Total Funds Enclosed	\$43.75

Should you have any questions, certainly feel free to call.

Sincerely,

  
Mark J. Nowicki

MJN/dmg

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AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
SCHOOLEY CADILLAC, INC.

The undersigned desires to amend the Articles of Incorporation of Schooley Cadillac, Inc. (the "Corporation") pursuant to Section 607 of the Florida Business Corporation Act, and hereby adopts the following amendment to the Corporation's Articles of Incorporation.

I. ARTICLE III. Capital Stock of the Articles of Incorporation as amended recently February 13, 1968, is hereby amended to read as follows:

"ARTICLE III.

Capital Stock

The shares of capital stock of the Corporation, all of which shall be fully paid and non-assessable, shall consist of one hundred thousand (100,000) shares of common stock, par value of one (\$1.00) Dollar per share, and may be issued by the Corporation, as, when and for such consideration as may be fixed from time to time by the Board of Directors.

The authorized shares of common stock shall be divided into two classes, Class A and Class B. Class A shall consist of 10,000 shares of common stock. Class A shares shall have voting rights on all matters on which Shareholders shall have a right to vote. Class B shall consist of 90,000 shares of common stock. Class B shares shall have no voting rights.

Each share of Class A and Class B common stock shall represent an equal interest in the equity of the Corporation. Each share of Class A and Class B common stock shall have equal rights to dividends and upon liquidation of the Corporation, to liquidation proceeds."

II. All Shareholders and all Directors previously approved and adopted these Articles of Amendment. The number of votes cast for approval and adoption of these Articles of Amendment was sufficient for approval. These Articles of Amendment are adopted effective the date filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Amendment this 16th day of December, 2002.

Schooley Cadillac, Inc.

By: 

Its President, Charles W. Schooley, III

By: 

~~Its Secretary, Charles W. Schooley, III~~

03 JAN -7 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA