



THE UNITED STATES
CORPORATION
COMPANY

285419

ACCOUNT NO. : 072100000032

REFERENCE : 207435 8795A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 87.50

FILED
96 DEC 31 PM 5:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 31, 1996

ORDER TIME : 4:54 PM

ORDER NO. : 207435-005

CUSTOMER NO: 8795A

100002043051--7

CUSTOMER: Norma Deguenther, Legal Asst
Barnett Bolt Kirkwood & Long
Suite 700
601 Bayshore Boulevard
Tampa, FL 33606-2763

DOMESTIC AMENDMENT FILING

NAME: PALM CHEVROLET-OLDSMOBILE,
INC.

EFFECTIVE DATE:

RECEIVED
5 DEC 31 PM 5:17
ION OF CORPORATION

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

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

OK per S.P.

1/2

Joey Amend C.C.

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION OF

PALM CHEVROLET-OLDSMOBILE, INC.

FILED
96 DEC 31 PM 5:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1006(1) of the Florida Statutes, the Articles of Incorporation of Palm Chevrolet-Oldsmobile, Inc., a Florida corporation (the "Corporation") are hereby amended as follows:

1. The name of the Corporation is Palm Chevrolet-Oldsmobile, Inc.

2. Article III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is seven hundred fifty (750) shares of voting common stock, having a par value of \$.01 per share, and six thousand seven hundred fifty (6,750) shares of nonvoting common stock, having a par value of \$.01 per share. The voting common stock and the nonvoting common stock shall have identical rights except that the nonvoting common stock shall not entitle the holder thereof to vote on any matter unless specifically required by law.

3. For purposes of identifying the stock of the Corporation, the shares of common stock of the Corporation outstanding as of the close of business on the date immediately prior to the date hereof will hereinafter be known as voting common stock. The shares of nonvoting common stock authorized by these Articles of Amendment will be distributed pro rata to the holders of voting common stock in a share dividend authorized by the Board of Directors of the Corporation.

4. Article VIII of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

INITIAL DIRECTORS

This corporation shall have three directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than two.

5. The foregoing amendments were adopted on the date hereof by the written consent of the shareholders of the Corporation in accordance with the provisions of Sections 607.1003(6) and 607.0704 of the Florida Statutes.

6. The sole voting group entitled to consent in writing to these amendments is comprised of the holders of common stock, and the number of votes cast for the amendments by the written consent of that voting group was sufficient for approval by it.

IN WITNESS WHEREOF, the undersigned president of this Corporation has executed these Articles of Amendment to the Articles of Incorporation of Palm Chevrolet-Oldsmobile, Inc., on this 27 day of December, 1996.

PALM CHEVROLET-OLDSMOBILE, INC.

By: 
Robert Brown Helphenstine,
President

49\CEB\C:\PALM CHEVROLET\AA011.DOC