

Division of Corporations

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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

PALM CHEVROLET-OLDSMOBILE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

AMEND
12/29/00

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
PALM CHEVROLET-OLDSMOBILE, INC.

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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 ten thousand (10,000) 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. The foregoing amendment was 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.

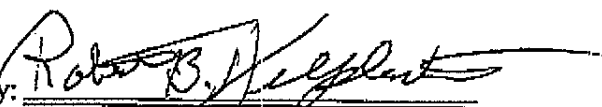
4. The holders of voting common stock and the holders of nonvoting common stock were each entitled to vote separately as a class on the amendment, and the number of votes cast for the amendment by each voting group was sufficient for approval by such voting group.

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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 29 day of December, 2000.

PALM CHEVROLET-OLDSMOBILE, INC.

By: 
Robert Brown Helphenstine, President