

ACCOUNT NO. : 07210000032

REFERENCE: 067569

7135588

AUTHORIZATION

ORDER DATE: December 16, 1998

ORDER TIME: 2:44 PM

ORDER NO. : 067569-005

CUSTOMER NO: 7135588

CUSTOMER:

Jonathan Feuerman, Esq

Therrel Baisden, P.a.

Suntrust International Center One S.e. 3rd Ave. Suite 2400

Miami, FL 33131

500002714095-

#### DOMESTIC AMENDMENT FILING

NAME: FRIENDLY FORD, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

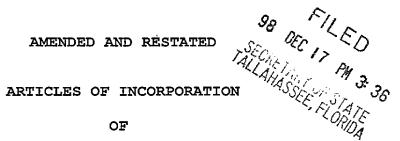
XX CERTIFIED COPY

\_\_\_\_ PLAIN STAMPED COPY

\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:



#### FRIENDLY FORD, INC.

1. Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation:

### ARTICLE I

The name of the corporation is FRIENDLY FORD, INC.

# ARTICLE II Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 8th day of October, 1968.

# ARTICLE III . Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

# ARTICLE IV Capital Stock

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated "Class A Voting Common Shares"; and One Thousand (1000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Class B Nonvoting Common Shares". The Class A and Class B shares shall be entitled in all respects to equal rights and privileges except that each share of Class A shall be entitled to one (1) vote and each share of Class B shall be nonvoting stock.

### ARTICLE V <u>Principal Office; Registered Office and Agent</u>

The street address of the principal office and registered office of this corporation is: 2198 N.E. 163<sup>rd</sup> Street, North Miami Beach, Florida 33162, and the name and address of the registered agent of this corporation is: WILLIAM J. BOWER, III, 2198 N.E. 163<sup>rd</sup> Street, North Miami Beach, Florida 33162.

#### ARTICLE VI Board of Directors

This corporation shall have three (3) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

- A. WILLIAM J. BOWER, SR.
  Chairman of the Board of Directors
  2198 N.E. 163<sup>rd</sup> Street
  North Miami Beach, Florida 33162; and
- B. WILLIAM J. BOWER, III
  2198 N.E. 163<sup>rd</sup> Street
  North Miami Beach, Florida 33162; and
- C. GARY BOWER 2198 N.E. 163rd Street North Miami Beach, Florida 33162; and
- 2. The number of shares of the Corporation outstanding at the adoption was four thousand (4000), and the number of shares entitled to vote thereon was four thousand (4000).
- $\bf 3$ . The number of shares voted in favor of such Amendment was four thousand (4000), and the number of shares voted against such Amendment was none.
- 4. Each holder of Common Shares shall exchange One(1) share of such stock for twenty five one-thousandths (.025) shares of Class A Voting Shares and two hundred twenty five one-thousandths (.225) shares of Class B Nonvoting Shares.
- 5. These Amended and Restated Articles of Incorporation were adopted and approved on the  $1/\sqrt{n}$  day of December, 1998.

These Amended and Restated Articles of Incorporation shall become effective immediately upon filing with the Department of State of Florida.

**DATED** this  $\coprod$  day of December, 1998.

ATTEST:

FRIENDLY FORD, INC.

Secretary

President

(CORPORATE SEAL)

STATE OF FLORIDA:

SS:

COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of December, 1998, by WILLIAM J. BOWER, III, as President of FRIENDLY a Florida corporation, by and on behalf of the FORD, INC., He is (personally known) to me or has produced Corporation. as identification.

Notary Public, Statecapary Florida at Large

MY COMMISSION # CC577766 EXPIRES

August 18, 2000

BONDED THRU TROY FAIN INSURANCE, INC. Type/Printyor Stamp Name of Notary Public

My Commission Expires:

W:\BOWER\RECAP\AM&RES.WPD

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

#### FRIENDLY FORD, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

That FRIENDLY FORD, INC., desiring to organize under the laws of the State of Florida with its principal office at: 2198 N.E. 163rd Street, North Miami Beach, Florida 33162,, has named WILLIAM J. BOWER, III, located at 2198 N.E. 163rd Street, North Miami Beach, Florida 33162, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Registered Agent