



THE UNITED STATES
CORPORATION
COMPANY

336145

ACCOUNT NO. : 072100000032
REFERENCE : 067569 7135588
AUTHORIZATION : *Patricia Pigut*
COST LIMIT : \$ 43.75

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--8

*Amended &
Restated*

DOMESTIC AMENDMENT FILING

NAME: FRIENDLY FORD, INC.

EFFECTIVE 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:

FILED
98 DEC 17 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 DEC 17 AM 8:45
DIVISION OF CORPORATION

12/17/98

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRIENDLY FORD, INC.

FILED
98 DEC 17 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

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

Principal Office; Registered Office and Agent

The street address of the principal office and registered office of this corporation is: 2198 N.E. 163rd 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. 163rd 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. 163rd Street
North Miami Beach, Florida 33162; and
- B. WILLIAM J. BOWER, III
2198 N.E. 163rd 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).

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 11th day of December, 1998.

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

DATED this 11 day of December, 1998.

ATTEST:

FRIENDLY FORD, INC.

William J. Bower III
WILLIAM J. BOWER, III,
Secretary

By: William J. Bower III
WILLIAM J. BOWER, III,
President

(CORPORATE SEAL)

STATE OF FLORIDA:

SS:

COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this 11 day of December, 1998, by **WILLIAM J. BOWER, III**, as President of **FRIENDLY FORD, INC.**, a Florida corporation, by and on behalf of the Corporation. He is personally known to me or has produced _____ as identification.

Vince Carberry
Notary Public, State of Florida at Large



MY COMMISSION # CC577766 EXPIRES
August 18, 2000

BONDED THRU TROY FAIN INSURANCE, INC.

Type/Print/or 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.


WILLIAM J. BOWER, III,
Registered Agent