

Nov-01-02 11:37am

From: RUDEN MCCLOSKEY

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414260

Florida Department of State
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BASIC AMENDMENT

COLLIER AUTO SALES, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
COLLIER AUTO SALES, INC.

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TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of Collier Auto Sales, Inc., a Florida corporation (the "Corporation"), Charter Number 414260, be, and it is hereby, amended as set forth below:


Article III of the Articles of Incorporation of the Corporation shall be amended to change the capitalization of the Corporation to provide for both voting and non-voting stock by deleting it in its entirety and inserting in its place a new Article III to read as follows:

III. The total authorized capital stock of the Corporation shall consist of Five Thousand (5,000) shares of Class A Voting Common Stock, par value \$.01 per share, and Five Thousand (5,000) shares of Class B Non-Voting Common Stock, par value \$.01 per share. The holders of Class A Voting Common Stock shall be entitled to vote on all matters submitted to a vote of shareholders of the Corporation and shall be entitled to one vote per share of Class A Voting Common Stock then outstanding and of record in his, her or its name on the books of the Corporation. The holders of Class B Non-Voting Common Stock shall not be entitled to vote on any matters submitted to a vote of shareholders of the Corporation except as required under the Florida Business Corporation Act. In all other respects, the Class A Voting Common Stock and Class B Non-Voting Common Stock shall have equal rights with respect to all distributions and rights upon the liquidation of the Corporation.

The foregoing amendment was adopted by a Joint Corporate Action of the Board of Directors and Shareholders of the Corporation dated as of October 18, 2002. The number of shares cast by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of October 18, 2002.

COLLIER AUTO SALES, INC.


Michael A. Collier, President
MAC