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(1897 - 1986)

E. COVINGTON JOHNSTON
- OF COUNSEL -

March 23, 1999

Department of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

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-03/25/99-01063-01
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FILED
MAR 25 1999
TALLAHASSEE, FLORIDA

RE: Rallye Motors, Inc.

Amendment to Articles of Incorporation

Dear Sirs:

Please find enclosed Amendment to Articles of Incorporation for Rallye Motors, Inc., properly executed by Art Sullivan, President and notarized March 18, 1999.

Please file the enclosed Amendment and provide us with a certified copy thereof at your early convenience.

We enclose our check for \$35.00 for filing and \$8.50 for the certified copy.

Thank you very much.

With best regards, I am

Sincerely yours,

James E. Clayton

JEC/wsn
Enclosure
cc: Wanda Bostic

Handwritten notes and signature:
461547
3288 Amend
3-25-99
#Cublop
at
Established in 1927

AMENDMENT TO ARTICLES OF INCORPORATION OF
RALLYE MOTORS, INC.

461547

At a duly noticed meeting of the stockholders and directors of Rallye Motors, Inc., it was unanimously resolved that Article III entitled "Capital Stock" of the Articles of Incorporation be amended to read as follows:

"ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock at \$1.00 par value.

The consideration to be paid for each shall be in money, property or service and the amount shall be fixed by the Board of Directors."

All other terms and conditions of the Articles of Incorporation as originally filed and as heretofore amended shall remain the same.

DATED at Palm Beach, Florida, this 18th day of March,

~~1998~~ 1999.

RALLYE MOTORS, INC.

By



President

Aet Sullivan

FILED
99 MAR 18 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments, personally appeared ART SULLIVAN known to me to be the President of Rallye Motors, Inc., and the person who executed the foregoing Amendment to Articles of Incorporation of Rallye Motors, Inc., and who produced NA

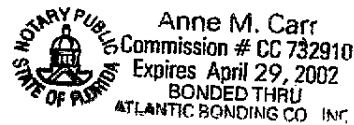
as identification and he acknowledged that he executed the foregoing for the purposes therein described.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid this 18th day of ~~December, 1998~~ March, 1999



Notary Public

My commission expires:



G:\JEC\SULLIVAN\RALLYE.AMD