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ED TILLMAN AUTO SALES, INC.

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Amended
Restated
10/11/07

ARTICLES OF AMENDMENT AND RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
ED TILLMAN AUTO SALES, INC.

Pursuant to Section 607.1007, Florida Statutes, Ed Tillman Auto Sales, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment and Restatement to amend and restate its Articles of Incorporation:

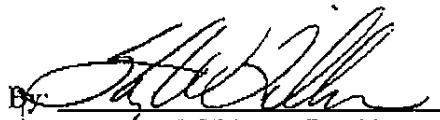
FIRST: The Amended and Restated Articles of Incorporation of the Corporation (the "Amended and Restated Articles") are set forth in **EXHIBIT A**.

SECOND: The Amended and Restated Articles were adopted effective as of the 10 day of October, 2007.

THIRD: The Amended and Restated Articles were adopted by all of the members of the Board of Directors of the Corporation and the sole shareholder of the Corporation.

Signed this 10 day of October, 2007.

ED TILLMAN AUTO SALES, INC.,
a Florida corporation

By: 
Stanley W. Tillman, President

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EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
ED TILLMAN AUTO SALES, INC.**

**ARTICLE I
NAME**

The name of the Corporation is Ed Tillman Auto Sales, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at and its mailing address is:
3207 North Main Street, Jacksonville, Florida 32206.

**ARTICLE III
CAPITAL STOCK**

(a) Authorized Capital Stock. This Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, no par value. One Thousand (1,000) shares shall be designated as Class A Voting Common shares and Nine Thousand (9,000) shares shall be designated as Class B Non-Voting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the Corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Class B Non-Voting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Non-Voting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders.

(b) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

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(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

(e) Exchange of Stock. Each share of common stock issued and outstanding as of the date hereof shall be converted into 1 (one) share of Class A Voting Common shares and nine (9) shares of Class B Non-Voting Common shares upon the filing of these Articles of Amendment and Restatement with the Secretary of State of the State of Florida.

ARTICLE IV PURPOSES

This Corporation is organized for the purposes of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V DIRECTORS

(a) Election. Directors shall be elected in the manner set forth in the bylaws of the Corporation.

(b) Number. The Corporation shall have two (2) directors, however, the number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one.

(c) Indemnification. The Board of Directors is authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VI BYLAWS

Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE VII AMENDMENT

This Corporation reserves the right to amend or replace any provision contained in these Amended and Restated Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

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**ARTICLE VIII
DURATION**

This Corporation shall exist perpetually. These Amended and Restated Articles of Incorporation shall become effective when filed with the Secretary of State of the State of Florida.

End of Document

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