GREENFELDER, MANDER, HANSON, MURPHY & DWYER
ATTORNEYS AT LAW
14217 THIRD STREET
DADE CITY, FLORIDA 33523

GLEN E. GREENFELDER
A. R. "CHIP" MANDER, III
T. PHILIP HANSON, JR.
DAVID J. MURPHY
DANIEL L. DWYER

352-567-0411
FAX: 352-567-7758
BROOKSVILLE 352-796-7900

559878

July 14, 1997

700002240237--7
-07/17/97--01038--006
*****52.50 *****52.50

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

Re: Dick Jarrett Ford Mercury Lincoln, Inc.

Gentlemen:

Enclosed is an original and one copy of Articles of Amendment to Articles of Incorporation for the above named corporation. Please file the original and certify and return the copy to our office.

Enclosed is our check in the amount of $52.50 for your fee for filing the Articles of Amendment and for certifying the copy.

97 JUL 17 PH 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

Sincerely,

GREENFELDER, MANDER, HANSON,
MURPHY & DWYER

Glen E. Greenfelder

GEG/sw

Enclosures

CR
7-17-97
559878
4p8
amend

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
DICK JARRETT FORD MERCURY LINCOLN, INC.

DICK JARRETT FORD MERCURY LINCOLN, INC., a Florida corporation, under its corporate seal, in the hands of its President, Brian D. Jarrett, and Secretary, W. R. Jarrett, Jr., hereby certifies that:

The Board of Directors and all Stockholders of said corporation at a joint special meeting called and held on June 1, 1997, adopted the following Resolution amending the Articles of Incorporation of the Corporation:

97 JUL 17 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

1. RESOLVED THAT:

(a) the Articles of Incorporation of Dick Jarrett Ford Mercury Lincoln, Inc., be, and the same are hereby amended by striking therefrom Article IV as approved by the Secretary of the State of Florida on February 15, 1978, and substituting in lieu thereof the following:

"ARTICLE IV

This corporation is authorized to issue:

(a) 1,000 shares of $1.00 par value voting Class "A" common stock.

(b) 2,000 shares of $1.00 par value non-voting Class "B" common stock.

Both classes of stock shall share equally in the equity of this corporation and dividends may be paid to the holders of both classes of stock."

(b) the President and Secretary of the corporation be and they hereby are authorized to execute Articles of Amendment amending the Articles of Incorporation in order to reflect the change in stock of the corporation as hereinabove provided, and to file said

Articles of Amendment in the office of the Secretary of State in Tallahassee.

(c) the proper officers of this corporation are hereby authorized and directed to secure new stock certificates for the corporation evidencing the change in the stock; and

(d) the proper officers of this corporation are hereby authorized to pay all fees and expenses, and to take all acts that may be necessary in order to effectuate the foregoing amendment.

(e) all authorized stock, including shares presently held by W. R. Jarrett and Brian D. Jarrett in the corporation be surrendered to the corporation for cancellation and reclassification into voting Class "A" stock and non-voting Class "B" stock.

2. The above amendment to Articles of Incorporation was duly adopted by the Board of Directors and by unanimous vote of the Stockholders on June 1, 1997.

3. The number of votes cast for the amendment by the shareholders of all issued stock was unanimous and therefore sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on June 1, 1997.

DICK JARRETT FORD MERCURY
LINCOLN, INC.

By: ______________________
BRIAN D. JARRETT, President

Attest: ______________________ Sr.
W. R. JARRETT, ~~JR.~~, Secretary

STATE OF FLORIDA
COUNTY OF PASCO

I Hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared BRIAN D. JARRETT and W. R. JARRETT, JR., as President and Secretary respectively of DICK JARRETT FORD MERCURY LINCOLN, INC., a Florida corporation, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that they executed the same in the name of said corporation, affixing its corporate seal, and that they were duly authorized by said corporation to do so. (Check one:) ✓ Said persons are personally known to me. ___ Said persons provided the following type of identification: ____.

WITNESS my hand and official seal in the County and State last aforesaid, this 1st day of June, 1997.

Sandra Waters
Notary Public

My Comm. Expires:

Sandra Waters
Printed Name

(SEAL)

NOTARY PUBLIC STATE OF FLORIDA
SANDRA WATERS
My Commission CC506120
Expires Nov. 17, 1999