559878

GREENFELDER, MANDER, MURPHY, DWYER & MORRIS
ATTORNEYS AT LAW
14217 THIRD STREET, DADE CITY, FLORIDA 33523-3828

Dade City 352-567-0411
Brooksville 352-796-7900
Fax 352-567-7758

Glen E. Greenfelder M.S., J.D.
A.R. "Chip" Mander, III* J.D.
David J. Murphy J.D.
Daniel L. Dwyer** J.D.
Kimberly C. Morris*** J.D.
Alan D. Howell J.D.
* Board Certified in Criminal Law
** Also Admitted to Ohio Bar
*** Also Admitted to Georgia and Kentucky Bars

Legal Assistants:
Larry Fugate J.D.
Tricia Hall B.A.
Juanette Newman A.S.
Deborah L. Parks C.L.A.
Bobbie Samme A.A., P.L.S.
Doyle Springfield A.S.

April 2, 1998

200005080552--0
-03/11/02--01054--001
*****43.75 *****43.75

FILED
02 MAR 11 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: Jarrett Ford Mercury Lincoln, Inc.

Dear Sir or Madam:

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

I have also enclosed a check in the amount of $43.75 for your fees for filing the Articles of Amendment and for certifying the copy.

Thank you for your kind attention to this matter.

Sincerely,

GREENFELDER, MANDER, MURPHY,
DWYER & MORRIS

GLEN E. GREENFELDER, ESQUIRE

AMEND
KRC 3/12

GEG/vlc
Enclosures

4

FILED
02 MAR 11 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF

JARRETT FORD MERCURY LINCOLN, INC.

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:

1. The following provision of the Articles of Incorporation of **JARRETT FORD MERCURY LINCOLN, INC., a Florida corporation**, filed in Tallahassee on February 4, 1978, be and they are hereby amended as follows:

ARTICLE IV

(A) The amount of Capital Stock authorized shall consist of three thousand (3,000) shares of common voting stock having a par value of one and No/100 ($1.00) Dollar per share, payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this Corporation. The Capital Stock of the Corporation may be increased or decreased at any time as provided by the laws of Florida.

(B) The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation and dividends payable in shares of the Capital Stock of the

Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

(C) The shares of the Capital Stock of the Corporation are not to be divided into classes.

(D) The shares of the Capital Stock of the Corporation are not to be issued in series.

2. The above amendment to Articles of Incorporation was duly adopted by the Board of Directors and by unanimous vote of the Stockholders on Feb. 27, 2002.

3. The number of votes cast for the amendments by the Shareholders of common voting stock and the Shareholders of non-voting, non-cumulative preferred stock were unanimous and therefore sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation has executed these Articles of Amendment on Feb 24, 2002.

JARRETT FORD MERCURY LINCOLN, INC.

BY: ______________________
BRIAN D. JARRETT, President

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

STATE OF FLORIDA

COUNTY OF Polk

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 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:) X 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 27 day of Feb, 2002.

MARLA ERNST
Marla Ernst

Notary Public
Commission Expires:
Commission No.:

MARLA ERNST
MY COMMISSION # CC 959674
EXPIRES: December 9, 2004
Bonded Thru Notary Public Underwriters

Notary Seal