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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 22, 2001

Lexis Document Services 3953 WW Kelley Rd. Tallahassee, FL 32311

SUBJECT: NORTH PALM BEACH NISSAN, INC.

Ref. Number: 592315

We have received your document for NORTH PALM BEACH NISSAN, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey Corporate Specialist

Letter Number: 501A00011274

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED PM 5: 00
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FEB 22 PM 5: 00

North Palm Beach Nissan, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Resolved that the name of the corporation has changed from North Palm Beach Nissan, Inc. to Napleton's Northlake Nissan, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not Applicable

THIRD:	The date of each amendment's adoption:		
FOURTH	: Adoption of Amendment(s) (CHECK ONE)		
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"		
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
Signature	(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators) Typed or printed name		
	Title		