



THE UNITED STATES
CORPORATION
COMPANY

660298

ACCOUNT NO. : 072100000032

REFERENCE : 507725 4330594

AUTHORIZATION : *Patricia Pijute*

COST LIMIT : \$ 87.50

FILED
97 AUG 25 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 25, 1997

ORDER TIME : 12:23 PM

ORDER NO. : 507725-005

CUSTOMER NO: 4330594

800002276368--6

CUSTOMER: Justin Wilson, Legal Assistant
Adorno & Zeder, P.a.
Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

DOMESTIC AMENDMENT FILING

NAME: BILL USSERY MOTORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

8/26
John Amend
E.C.

97 AUG 25 PM 2:05
OFFICE OF CLERK OF SUPERIOR COURT

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
BILL USSERY MOTORS, INC.**

FILED

97 AUG 25 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert Brockway, as President of Bill Ussery Motors, Inc., a Florida corporation (the "Corporation"), hereby certifies that all of the directors and the sole shareholder of the Corporation adopted a resolution by unanimous written consent on the 11 day of August, 1997, which approved and adopted the following amendment to the Corporation's Articles of Incorporation:

1. The Articles of Incorporation of the Corporation are hereby amended as follows:

ARTICLE III. CAPITAL STOCK.

Section 1. The aggregate number of shares which the Corporation shall have authority to issue shall be 10,000 shares of Common Stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 100 shares of Class A Common Voting Stock, having a par value of \$1.00;
- B) 9,900 shares of Class B Common Non-Voting Stock, having a par value of \$1.00.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Common Non-Voting Stock shall have no voting rights whatsoever, either individually or as a class.

Dated this 11 day of August, 1997.



Robert Brockway, President