824144

CORPORATE ACCESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WALK IN**

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X CERTIFIED COY

____ CUS

____ PHOTO COPY

X FILING Amendment

1.) Kelly Lincoln-Mercury, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) ____
(CORPORATE NAME & DOCUMENT #)

100002960361--9
-08/16/99--01012--014
*****43.75 *****43.75

3.) ____
(CORPORATE NAME & DOCUMENT #)

4.) ____
(CORPORATE NAME & DOCUMENT #)

N.C.

C. COULLIETTE AUG 1 6 1999

5.) ____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS ____

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DIVISION OF CORPORATIONS
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# PROFIT CORPORATION
# APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

## SECTION I
**(1-3 MUST BE COMPLETED)**

1. Kelly Lincoln-Mercury, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Pennsylvania
Incorporated under laws of

3. February 20, 1970
Date authorized to do business in Florida

## SECTION II
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 6, 1999

5. Palm Bay Ford, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

FILED
99 AUG 16 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature: [signature]
Date: July 21, 1999

Typed or printed name: Gregory W. Kelly
Title: President

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

AUGUST 09, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

PALM BAY FORD, INC.

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department

SECRETARY OF THE COMMONWEALTH PENNSYLVANIA

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Pizzingrilli

Secretary of the Commonwealth

CFEN

1995 1016

MAY 0 6 1999

Microfilm Number ____________ Filed with the Department of State on ____________

Entity Number 185616

Kim Pizzingrilli

Secretary of the Commonwealth

## ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB 15-1915 (Rev 91)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Kelly Lincoln-Mercury, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 522 Swede Street Norristown, PA 19401 Montgomery
Number and Street City State Zip County

(b) c/o: ____________
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Business Corporation Law

4. The date of its incorporation is: 7-18-63

5. (Check, and if appropriate complete, one of the following):

X The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

___ The amendment shall be effective on: ____________ at ____________
Date Hour

6. (Check one of the following):

___ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

___ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

X The amendment adopted by the corporation, set forth in full, is as follows:

Paragraph 1 should read:
1) Palm Bay Ford, Inc.

___ The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof

M. BURR KEIM COMPANY
(215)563-8113 (800) 333-8113

1 Attorneys should verify the filing fee.

9956-1615

DSCB:15-1915 (Rev 91)-2

8. (Check if the amendment restates the Articles):

___ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 26 day of March, 19 99.

KELLY LINCOLN-MERCURY, INC.
(Name of Corporation)

BY: [signature]
(Signature)

TITLE: Assistant Secretary

## WRITTEN CONSENT OF THE SHAREHOLDERS OF KELLY LINCOLN-MERCURY, INC. TO ADOPT THE ARTICLES OF AMENDMENT

The undersigned, being all of the shareholders of Kelly Lincoln-Mercury, Inc., a Pennsylvania corporation, do hereby consent in writing to the adoption of the following resolutions in accordance with the bylaws of the corporation and the Business Corporation Law:

RESOLVED that the proposal of the Board of Directors of Kelly Lincoln-Mercury, Inc. to change the corporate name is hereby approved and adopted and that Paragraph 1 of the Articles of Incorporation be amended to read as follows:

Palm Bay Ford, Inc.

IN WITNESS WHEREOF, we have executed this written consent this 26 day of March 1999.

Shareholder

Michael Mealy
Shareholder

Shareholder

Shareholder

Filed with the undersigned as Secretary of the Corporation as of the day and year aforesaid.

Secretary

# WRITTEN CONSENT OF DIRECTORS
# KELLY LINCOLN-MERCURY, INC.

The undersigned, being all of the directors of Kelly Lincoln-Mercury, Inc., a Pennsylvania corporation, do hereby consent in writing to the adoption of the following resolutions in accordance with the bylaws of the corporation and the Business Corporation Law:

RESOLVED that the name of the corporation is changed and paragraph 1 of the Articles of Incorporation be amended to read as follows:

Palm Bay Ford, Inc.

RESOLVED that the aforesaid amendment be submitted to a vote of the shareholders and that if the proposed amendment shall be adopted by the shareholders, the president and secretary of the corporation are hereby authorized to file the Articles of Amendment as prescribed by the Secretary of the Commonwealth pursuant to the requirements of the Business Corporation Law.

IN WITNESS WHEREOF, we have executed this written consent this 26 day of March 1999.

Director | Director

Director | Director

Filed with the undersigned as Secretary of the Corporation as of the day and year aforesaid.

Secretary