

A93000000584

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TALLAHASSEE, FLORIDA

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LIMITED PARTNERSHIP AMENDMENT

CO MOTORS, LTD.

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**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
CO MOTORS, LTD.**

Pursuant to Section 620.109(2)(a), Florida Statutes, CO Motors, Ltd., a Florida limited partnership, hereby amends its Certificate of Limited Partnership heretofore filed in the Office of the Secretary of the State of Florida on June 2, 1993 under document no. A93000000584, follows:

1. Effective Oct. 30, 1998, CF Motor Corp., a Florida corporation, withdrew as the sole general partner of the limited partnership.

2. Effective Oct. 30, 1998, and simultaneously with the withdrawal described in the preceding paragraph, Asbury Jax Management, L.L.C., a Delaware limited liability company, was admitted as the new sole general partner of the limited partnership.

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3. The Partners of the Partnership unanimously approved the withdrawal of general partner and admission of substitute general partner.

4. The business address and mailing address of the new sole general partner shall be: One Rockefeller Plaza, 32nd Floor, New York, New York 10020

5. In all other respects, the original Certificate of Limited Partnership shall remain unchanged and in full force and effect.

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OCT 30 16:42
STATE OF FLORIDA
TALLAHASSEE**WITHDRAWING GENERAL PARTNER**

CF MOTOR CORP., a Florida corporation

By: Its: President Charlie B. Tomm**NEW GENERAL PARTNER**ASBURY JAX MANAGEMENT, L.L.C.
a Delaware limited liability companyBy: Its: Vice President Ian K. Snow