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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

700004507547-3
-07/30/01--01109--001
2712.50 **43.75

CORPORATION(S) NAME

See Attached List

(62 Companies)

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | Amended & Restated Articles of Incorporation | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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DIVISION OF CORPORATION

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2001 JUL 30 1000

(50) Quinlan Motors, Inc.
(51) Real Estate Holdings, Inc.
(52) Resources Aviation, Inc.
(53) SCM Realty II, Inc.
(54) SCM Realty, Inc.
(55) Southeast Lease Car, Inc.
(56) Steve Moore's Buy-Right Auto Center, Inc.
(57) Sunrise Nissan Of Jacksonville, Inc.
(58) Sunrise Nissan Of Orange Park, Inc.
(59) Sunset Pontiac-GMC Truck South, Inc.
(60) The Consulting Source, Inc.
(61) Wallace Imports, Inc.
(62) World Wide Warranty Co.

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
THE CONSULTING SOURCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is The Consulting Source, Inc. (hereinafter, the "Corporation").
2. The text of the Restated Articles of Incorporation of the Corporation, as amended hereby, is attached hereto as Exhibit A and made a part hereof.

CERTIFICATE

It is hereby certified that:

1. The attached Restated Articles of Incorporation contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.
2. The Articles of Incorporation of the Corporation are hereby amended in their entirety so as henceforth to read as set forth in the Restated Articles of Incorporation attached hereto as Exhibit A and made a part hereof.
3. The date of adoption of the aforesaid amendments was July 23, 2001.
4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
5. The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.

Executed on July 26, 2001.

THE CONSULTING SOURCE, INC.


By: 
Name: Jonathan P. Ferrando
Title: Vice President

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION
OF
THE CONSULTING SOURCE, INC.

FIRST: The name of the corporation is The Consulting Source, Inc., hereinafter, (the "Corporation").

SECOND: The principal place of business and mailing address of the Corporation is 110 SE 6th Street, Ft. Lauderdale, Florida 33301.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act including.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1000) shares of Common Stock, each having a par value of one cent (\$0.01).

FIFTH: The address of the registered agent of the Corporation is 110 SE 6th Street, 20th Floor, Ft. Lauderdale, Florida 33301. The name of the registered agent at that address is Kenneth B. Rollin.