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JOHNSON BLAKELY

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN ACCT#:
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SUB ACCOUNT NO.: 38238.97501

NAME: KEN MARKS FORD, INC.

AUDIT NUMBER.....H98000010160

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 PAGES..... 3

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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
KEN MARKS FORD, INC.

The undersigned, as the President of KEN MARKS FORD, INC., hereby certify that the Amendment provided for herein was adopted by the sole stockholder and directors on the 8th day of May, 1998.

1. Name of Corporation. KEN MARKS FORD, INC.
2. Amendment Adopted. Article I of the Articles of Incorporation is hereby amended to read as follows:

"The name of this corporation shall be FREEDOM FORD, INC."

3. Stockholder Approval. This Amendment was recommended by the Board of Directors to the Corporation's shareholders on 4/18, 1998.

4. Majority Interest. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the entire group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment on the 8th day of May, 1998.

KEN MARKS FORD, INC.

By: B. Scott Smith
Name: B. Scott Smith
As: Secretary

Prepared By:
Michael G. Little, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
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(813) 461-1818
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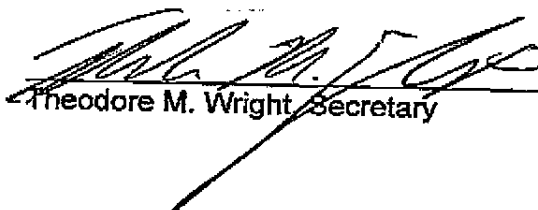
CERTIFICATE OF SECRETARY OF
SONIC AUTOMOTIVE, INC.

I, Theodore M. Wright, Secretary of Sonic Automotive, Inc., do hereby certify that the following Resolutions are adopted by the Board of Directors of Sonic Automotive, Inc., and the sole shareholder of Ken Marks Ford, Inc., at a meeting of the Board held on April 14, 1998, approving the change of the name of Ken Marks Ford, Inc.

RESOLVED, that Ken Marks Ford, Inc. d/b/a Ken Marks Ford, a corporation organized and existing under the laws of the State of Florida, shall change its name to Freedom Ford, Inc.

FURTHER RESOLVED, THAT, the officers and directors of the Corporation be, and they hereby are, authorized and directed in its name and on its behalf to deal and perform all things and acts, and execute and deliver or file all documents that they shall determine to be necessary, appropriate or desirable to carry out the foregoing resolutions.

The undersigned has executed this Certificate on the 8th day of May, 1998.


Theodore M. Wright, Secretary

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**WRITTEN CONSENT OF THE DIRECTORS OF
KEN MARKS FORD, INC.
TO ACTION WITHOUT MEETING**

The undersigned, being all of the directors of Ken Marks Ford, Inc., a Florida corporation, do hereby adopt, consent to and approve in writing the following organizational changes in lieu of holding an organizational meeting.

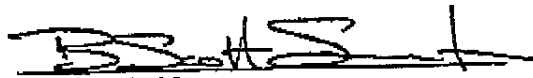
RESOLVED, that Ken Marks Ford, Inc. d/b/a Ken Marks Ford, a corporation organized and existing under the laws of the State of Florida, hereby is changing its name to Freedom Ford, Inc.

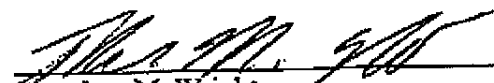
IN WITNESS WHEREOF, the undersigned, by executing this Consent in the space provided below, hereby direct that this document be filed with the minutes and proceedings of the Corporation, and agree that the actions set forth in the foregoing preambles and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the Directors of the Corporation.

This Consent is effective as of April 14, 1998.

DIRECTORS:


O. Bruton Smith


B. Scott Smith


Theodore M. Wright

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