

Document Number Only

F97000000734

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800002109358--0

-03/11/97--01025--009

*****35.00 *****35.00

Marsone Oldsmobile Miami, Inc.

Changing name to:

Marsone Oldsmobile II, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☒ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

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☐ After 4:30

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Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

2/28/97

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FILE STAMPED

N. HENDRICKS MAR - 3 1997

CR2E031 (1-89)

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

97 FEB 23 11 13 AM '97

SECTION I (1-3 must be completed)

1. Maroone Oldsmobile Miami, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: February 11, 1997

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?

February 21, 1997

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

Maroone Oldsmobile II, Inc.

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

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

Richard L. Handley
Signature
Name and Title

2/28/97
Date

Richard L. Handley, Secretary

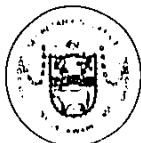
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MAROONE OLDSMOBILE MIAMI, INC.", CHANGING ITS NAME FROM "MAROONE OLDSMOBILE MIAMI, INC." TO "MAROONE OLDSMOBILE II, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1997, AT 12 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

2713905 8100

971065403

AUTHENTICATION:

8350725

DATE:

02-27-97

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

* * * * *

Maroone Oldsmobile Miami, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Maroone Oldsmobile Miami, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

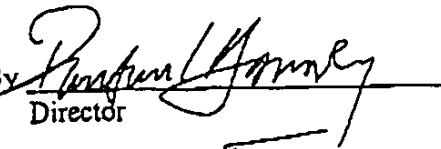
The name of the corporation is Maroone Oldsmobile II, Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Maroone Oldsmobile Miami, Inc. has caused this
certificate to be signed by Richard L. Handley, its Director, this Twenty-Seventh day of February,
1997.

Maroone Oldsmobile Miami, Inc.

By 
Director