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CARY W. MERGELE, DC, PA, VA

OF COUNSEL
RITZERT & LEYTON, P.C.

December 17, 1998

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002715880--7
-12/18/98--01054--016
*****43.75 *****43.75

RE: Fitzgerald Motors of Florida, Inc.

Dear Sir/Madam:

Please find enclosed for filing an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Fitzgerald Motors of Florida, Inc., a Delaware corporation (the "Corporation"). The Corporation has changed its name to Fitzgerald Motors, Inc., and has already filed a Certificate of Amendment in Delaware, which has been approved. Please find enclosed the original receipt from the Delaware Secretary of State.

Also enclosed is a check in the amount of \$43.75, as payment of the filing fee, and payment for a certified copy. Please expedite this request.

Please send certificates and any correspondence to the undersigned at the above address. Thank you for your assistance in this matter, and if you have any questions, please contact me.

Sincerely,

Cary W. Mergele

Cary W. Mergele

Enclosures

FILED
98 DEC 18 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
F97000005033
12-18-98
**cert copy*

**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. Fitzgerald Motors of Florida, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. Sept. 25, 1997
Incorporated under laws of 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? Dec. 15, 1998
Fitzgerald Motors, Inc.
5. Fitzgerald Motors, 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.
n/a
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
n/a
New Jurisdiction

FILED
98 DEC 18 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Signature
Michael P. Bentzen
Typed or printed name

December 17, 1998
Date
Asst. Secretary
Title



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 888
DOVER, DELAWARE 19903

981483299

9252695

12-15-98

DAVIS & BENTZEN, P.L.L.C.

888 SEVENTEENTH STREET, N.W.

SUITE 1075

WASHINGTON

DC 20006

ATTN: MICHAEL P. BENTZEN #

DESCRIPTION	AMOUNT
FITZGERALD MOTORS, INC.	
2766077 0240 Amendment; Domestic	
Amendment Fee	30.00
Receiving/Indexing	50.00
Data Entry Fee	20.00
Surcharge Assessment-New Castle	6.00
Page Assessment-New Castle Count	18.00
Expedite Fee, Same Day	100.00
FILING TOTAL	224.00
TOTAL PAYMENTS	224.00
SERVICE REQUEST BALANCE	.00

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

FITZGERALD MOTORS OF FLORIDA, INC.

FIRST: That at a meeting of the Board of Directors of Fitzgerald Motors of Florida, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said Corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said Corporation for consideration thereof. The resolution setting forth the proposed amendments is as follows:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered FIRST, such that, as amended, said Article FIRST shall be and read as follows:

"Name. The name of the Corporation is Fitzgerald Motors, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said Corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, Michael P. Bentzen, an Authorized Officer has signed this Certificate this 15th day of December, 1998.

WITNESS:


Cary W. Mergele


Michael P. Bentzen, an Authorized Officer