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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

FIELDS CADILLAC, OLDS, BUICK, PONTIAC & GMC, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FIELDS CADILLAC, OLDS, BUICK, PONTIAC & GMC, INC.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **Fields Cadillac, Olds, Buick, Pontiac & GMC, Inc.** (the "Corporation").

2. Article I of the Amended and Restated Articles of Incorporation is amended to read in its entirety as follows:

"ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is **Fields-Huston Cadillac, Buick, Pontiac & GMC, Inc.** The address of the registered office of the Corporation in the State of Florida is US 27 at Central Avenue, Lake Wales, FL 33859 and the name of the registered agent of the Corporation in the State of Florida at such address is Randolph H. Fields."

3. The foregoing amendment was adopted as of September 30, 2004.

4. The amendment was approved by a majority of the issued and outstanding Common Stock shareholders. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 22nd day of November, 2004.

By: 
Name: Randolph H. Fields
Title: President

**WRITTEN ACTION OF THE SHAREHOLDERS
OF
FIELDS CADILLAC, OLDS, BUICK, PONTIAC & GMC, INC.
(a Florida corporation)**

THE UNDERSIGNED, constituting Shareholders holding a majority of the issued and outstanding Common Stock, of Fields Cadillac, Olds, Buick, Pontiac & GMC, Inc., a Florida corporation (the "Corporation"), take the following actions under the authority of Section 607.0704, Florida Statutes, by written consent without a meeting:

Change in Corporate Name, Amendment to Articles of Incorporation:

RESOLVED, that the name of the Corporation shall be changed to Fields-Huston Cadillac, Buick, Pontiac & GMC, Inc. and Article I of the Corporation's Articles shall be amended accordingly; and

RESOLVED FURTHER, that the undersigned do hereby authorize, adopt and approve an amendment to the Corporation's Articles of Incorporation to change the name of the Corporation in accordance with the foregoing resolution; and

RESOLVED FURTHER, that the appropriate officers of the Corporation and any of them, is hereby authorized and directed to execute the Articles of Amendment to the Articles of Incorporation reflecting the foregoing amendment to Article I and to cause the same to be filed with the Florida Secretary of State; and

RESOLVED FURTHER, that this Written Action may be signed in multiple counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument; and facsimile signatures hereon shall have the same legal force and effect as original signatures.


Common Stock Shareholders


Randolph H. Fields
Date: September 30, 2004

John R. Fields
Date: September __, 2004

S. David Huston, Jr.
Date: September __, 2004

John R. Fields Electing Small Business Trust
Randolph H. Fields, Trustee, Dated March 23, 1997

By: 
Date: September 30, 2004

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OF
FIELDS CADILLAC, OLDS, BUICK, PONTIAC & GMC, INC.
(a Florida corporation)**

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RESOLVED FURTHER, that the appropriate officers of the Corporation and any of them, is hereby authorized and directed to execute the Articles of Amendment to the Articles of Incorporation reflecting the foregoing amendment to Article I and to cause the same to be filed with the Florida Secretary of State; and

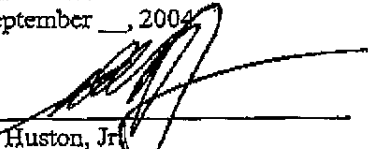
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Date: September __, 2004



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