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ACCOUNT NO. : 072100000032

REFERENCE : 579252 80573A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
02 MAY 14 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 14, 2002

ORDER TIME : 12:22 PM

PLEASE FILE 2ND

ORDER NO. : 579252-010

CUSTOMER NO: 80573A

CUSTOMER: Edward A. Millis, Esq
Millis & Jenkins
Suite 4
1414 West Granada Boulevard
Ormond Beach, FL 32174

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*****43.75 *****43.75

DOMESTIC AMENDMENT FILING

NAME: VOLUSIA SCHWINN AUTO SALES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

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02 MAY 14 PM 1:06
DIVISION OF CORPORATION

C. Coulter MAY 31 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

*File
Znd*

May 14, 2002

CSC
ATTN: SUSIE
TALLAHASSEE, FL

Ref. Number: 091310

RESUBMIT

Please give original
submission date as file date.

We have received your document for and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please title your document "Articles of Amendment". Certificate of amendment was suitable for many years but the requirements changed a few years ago.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 002A00030616

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 MAY 31 AM 11:39

RECEIVED

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
VOLUSIA SCHWINN AUTO SALES, INC.

FILED
02 MAY 14 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS that the undersigned, as President and Secretary of VOLUSIA SCHWINN AUTO SALES, INC. hereinafter called the corporation, do hereby certify:

1. At a meeting of the Board of Directors of the corporation duly called and held on May 10, 2002, a resolution was adopted by the Board of Directors declaring the amendment of the Certificate of Incorporation hereinafter set forth to be advisable and recommending and proposing said amendment to the stockholders of the corporation.

2. A meeting of the stockholders of the corporation was duly called and held on May 10, 2002 and at that meeting the following resolution was unanimously adopted and is now in full force and effect:

WHEREAS, the Board of Directors of this corporation, at a meeting duly called and held, declared the following amendment to the Certificate of Incorporation of this corporation to be advisable and has proposed said amendment to the stockholders for their approval, and

WHEREAS, such amendment be and is hereby approved by the stockholders of the corporation,

NOW THEREFORE BE IT RESOLVED that the Certificate of Incorporation of VOLUSIA SCHWINN AUTO SALES, INC. be amended in the following respects:

"ARTICLE IV

The amount of the total authorized capital stock of this corporation shall be 2000 shares with a Par Value of \$1.00."

IN WITNESS WHEREOF, said corporation has caused the Certificate to be signed in its name by its president and its corporate seal to be hereunto affixed and attested to by its secretary, this 10th day of May, 2002.

ATTEST:


By Richard Westfall
President

Judith A Westfall
Secretary

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, Richard Lee Westfall, President of VOLUSIA SCHWINN AUTO SALES, INC., a Florida corporation, who produced a driver's license as identification and who took an oath and acknowledged that he executed the above and foregoing certificate of amendment as such officer for and on behalf of said corporation after having been duly authorized to do so.

Witness my hand and official seal at
Ormond Beach, Florida, this 10th
day of May, 2002.


Notary Public, State of Florida
My commission expires:

