

L75316

ENGLISH, McCAUGHAN & O'BRYAN, P.A.

100 NORTHEAST THIRD AVENUE, SUITE 1100

FORT LAUDERDALE, FLORIDA 33301-1146

MAILING ADDRESS:

P.O. BOX 14098

FORT LAUDERDALE, FLORIDA 33302-4098

TELEPHONE (954) 462-3300

FROM MIAMI (305) 947-1052

FACSIMILE (954) 763-2439

BOCA RATON OFFICE

120 EAST PALMETTO PARK ROAD

SUITE 450

BOCA RATON, FLORIDA 33432-6090

TELEPHONE (561) 347-1700

FACSIMILE (561) 391-9944

November 26, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Southern Automotive Finance Corporation

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Amendment of Southern Automotive Finance Corporation, a Florida corporation. Also enclosed please find a check in the amount of \$87.50 to cover the following costs:

\$35.00

Filing Fee

\$52.50

Certified Copy

000002369390--6

-12/11/97--01049--003

*****87.50 *****87.50

If the enclosed document meets with your approval, please file it with your Office and return a certified copy to the attention of the undersigned.

If you have any questions with regard to the enclosed, please feel free to contact the undersigned.

Very truly yours,

Debra H. Chrystie

Debra H. Chrystie
Corporate Paralegal

/dhc
Enclosures

Amend
12-16-97
CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 PM 2:10

ARTICLES OF AMENDMENT OF
SOUTHERN AUTOMOTIVE FINANCE CORPORATION

1. The name of the Corporation is SOUTHERN AUTOMOTIVE FINANCE CORPORATION (the "Corporation").

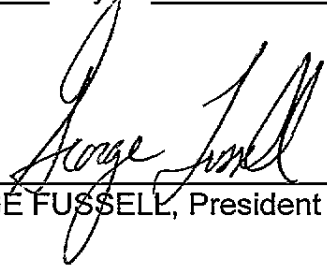
2. Article III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE III
CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock of One Dollar (\$1.00) par value.

3. The foregoing amendment was unanimously adopted by the sole Director and Stockholder of the Corporation eligible to vote by a Written Consent signed by him on OCTOBER 21, 1997, manifesting his intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholder.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 21 day of OCTOBER, 1997.



GEORGE FUSSELL, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 PM 2:10