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October 24, 2001

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

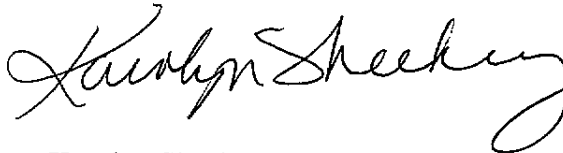
Re: **Flagler Chrysler-Plymouth-Dodge, Inc.**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Amendment concerning the above corporation, together with our firm's check in the amount of \$35.00 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,



Karolyn Sheekey
Secretary

encl.

FILED
01 OCT 29 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
FLAGLER CHRYSLER-PLYMOUTH-DODGE, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment of its Articles of Incorporation:

Article I of the Articles of Incorporation of Flagler Chrysler-Plymouth-Dodge, Inc., is hereby amended to read as follows:

The name Corporation is:

FLAGLER CHRYSLER DODGE JEEP, INC.

The foregoing amendment was adopted by the shareholders of this corporation under Sections 607.0704 and 607.1003(6), Florida Statutes, by written action on the 19 day of October, 2001.

The corporation has fewer than thirty-five (35) shareholders and all owners of stock signed the written action adopting this Amendment to the Articles of Incorporation.

There are no separate voting groups and no other voting group is entitled to vote separately. The number of votes cast were sufficient for approval.

The aforementioned amendment to the Articles of Incorporation of Flagler Chrysler-Plymouth-Dodge, Inc., shall become effective upon the date of the execution of these Articles of Amendment as set forth hereinafter below.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 19 day of October, 2001.

FLAGLER CHRYSLER-PLYMOUTH-
DODGE, INC.

By: _____

GARY MILLER, President

GARY MILLER, Secretary

STATE OF PENNSYLVANIA
COUNTY OF ERIE

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared GARY MILLER, as President and Secretary of **FLAGLER CHRYSLER-PLYMOUTH-DODGE, INC.**, known to me and known by me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 19th day of OCTOBER, 2001.

Phyllis J. Belcher
Notary Public
My Commission Expires:

Notarial Seal
Phyllis J. Belcher, Notary Public
Millcreek Twp., Erie County
My Commission Expires May 17, 2005
Member, Pennsylvania Association of Notaries