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M69064

May 5, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment

300002514269--7
-05/06/98-01130-019
****175.00 *****35.00

Dear Sir or Madam:

Enclosed for filing is an original and one exact copy of Articles of Amendment for each of Prestige Autos, Inc., Jacasa, Inc., Lecasa, Inc., Sun Imports, Inc. and Wilde Automotive Management, Inc. Also enclosed is a check in the amount of \$175.00 to cover the combined filing fee. Please return the acknowledgments of filing to me in the enclosed self-addressed envelope.

If you have any questions regarding the foregoing, please call me at (414) 277-5191.

Very truly yours,

QUARLES & BRADY

Cynthia Z. Jorgensen
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY -6 PM12:47

APPROVED
AND
FILED

CZJ:see
Enclosures
QBMKE\4173525
070121.30008

cc: James F. Daly, Esq.
Donald S. Taitelman, Esq.

OK M69064
Avenue
LPS

5-6-98

ARTICLES OF AMENDMENT

OF

PRESTIGE AUTOS, INC.

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: The name of the corporation is Prestige Autos, Inc.

SECOND: The Articles of Incorporation of this corporation are amended by changing the Article numbered 4 so that Article 4 reads as follows: SEE ATTACHED AMENDMENT

THIRD: The amendment provides for a reclassification of issued shares.

FOURTH: The amendment to the Articles of Incorporation of the Corporation set forth above was adopted on the 10th day of March, 1998.

FIFTH: (A) The amendment was approved by the shareholders.

(B) The number of votes cast for the amendment by the shareholders was sufficient for approval.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR -6 PM 12:47

APPROVED
AND
FILED

ATTACHMENT TO ARTICLES OF AMENDMENT

FOR

PRESTIGE AUTOS, INC.

RESOLVED, that Article 4 of the Articles of Incorporation are hereby amended to read as follows:

Article 4. Capital Stock

The aggregate number of shares which the corporation shall have the authority to issue is Nine Thousand (9,000) shares, designated as "Common Stock", with a par value of One Dollar (\$1.00) per share, and divided into the following classes:

(1) Four Hundred Fifty (450) shares of Class A Voting Common Stock (the "Voting Common Stock"); and

(2) Eight Thousand Five Hundred Fifty (8,550) shares of Class B Nonvoting Common Stock (the "Nonvoting Common Stock").

The Voting Common Stock shall be entitled to one vote per share. The Nonvoting Common Stock shall not be entitled to vote on any matters except as may be permitted in the Bylaws or as required by law. Except as set forth herein, the Voting Common Stock and Nonvoting Common Stock shall be identical in all respects.

As of the effective date of this Amendment, each issued and outstanding share of Common Stock of the Corporation shall, without any action on the part of the holders thereof, be converted into one (1) share of Class A Voting Common Stock.

Signed this 10th day of March, 1998.

PRESTIGE AUTOS, INC.

By: Harold L. Wilde
Harold L. Wilde, President