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ROBERT S. HAYES

December 29, 1997

FILED
97 DEC 30 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

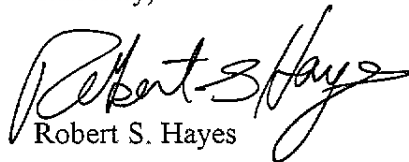
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RE: Owen Motors, Inc. of Osceola

Dear Sir or Madam:

Please find enclosed Articles of Amendment for Owen Motors, Inc. of Osceola along with our filing fee in the amount of \$61.50.

Sincerely,


Robert S. Hayes

RSH/arc
Enclosure

VS JAN 8 1998

Amend

ARTICLES OF AMENDMENT
OF

OWEN MOTORS INC., OF OSCEOLA


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this Corporation is OWEN MOTORS INC. OF OSCEOLA, a Florida corporation incorporated on June 22, 1988. The Articles of Incorporation, Article V were amended on December 28, 1994 to create two classes of stock.

2. The Articles of Incorporation, Article V shall be amended to read as follows effective immediately:

"The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share."

The undersigned being the sole director and shareholder of OWEN MOTORS INC. OF OSCEOLA acknowledges that the foregoing Articles of Amendment were proposed and approved by the Board of Directors of the Corporation on December 29, 1997 and adopted and proposed to the shareholders and were approved by the shareholders by a unanimous vote on December 29, 1997.



PAUL E. OWEN, President
sole director and sole shareholder

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared PAUL E. OWEN to me known personally or produced a Driver's License to be the person described as the Director/Shareholder, and who executed the foregoing Articles of Amendment, and acknowledged before me that he subscribed to these Articles of Amendment on December 29th, 1997.

April Rose Chevalier
Notary Public

