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name change

MJH

March 6, 2002

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-03/07/02-01077-001
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m98-594

Federal Express
Secretary of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399

FILED
02 MAR -7 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Beacon Automotive, LLC formerly Hollywood Auto Center, L.L.C.

Dear Sir or Madam:

Enclosed please find for filing with your office the following documents:

1. An original and one copy of an Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida along with a certified copy of the charter documents from the State of Delaware showing the name change. Please time-stamp the extra copy of the Application to indicate filing and return it to the undersigned in the enclosed self-addressed stamped envelope. A firm check for \$25 is also enclosed to cover your filing fees.
2. An original and one copy of a Statement of Change of Registered Office or Registered Agent or Both for Limited Liability Company. . Please time-stamp the extra copy of the Application to indicate filing and return it to the undersigned in the enclosed self-addressed stamped envelope. A firm check for \$25 is also enclosed to cover your filing fees.

KLEINBARD, BELL & BRECKER LLP

Secretary of State
March 6, 2002
Page 2

Thank you for your assistance in this matter. If you have any questions, please feel free to contact the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Lisa E. Garlatti". The signature is fluid and cursive, with the first name "Lisa" being more prominent.

LISA E. GARLATTI
Legal Assistant

hs\enclosures

cc: Veronica Farr w/enclosures
John P. Hickey, Esq. w/o enclosures
Murray I. Blackman, Esq. w/o enclosures

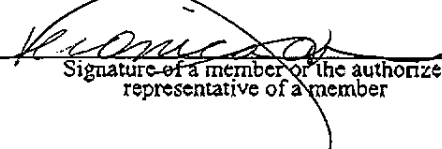
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Hollywood Auto Center, L.L.C.
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 6/9/98

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 3/1/02
5. New name of the limited liability company: Beacon Automotive, LLC
6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized
representative of a member

Veronica Farr

Typed or printed name of signee

Filing Fee: \$25.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAR - 7 AM 9:46

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "BEACON AUTOMOTIVE, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

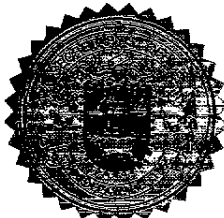
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-SEVENTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF RENEWAL, FILED THE FIRST DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "HOLLYWOOD AUTO CENTER, L.L.C." TO "BEACON AUTOMOTIVE, LLC", FILED THE FIRST DAY OF MARCH, A.D. 2002, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2901304 8100H

020140777

AUTHENTICATION: 1642179

DATE: 03-01-02

**CERTIFICATE OF FORMATION OF
HOLLYWOOD AUTO CENTER, L.L.C.**

This Certificate of Formation of Hollywood Auto Center, L.L.C. (the "Company") is being executed and filed by the undersigned to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101 et seq.) (the "Act").

ARTICLE ONE

The name of the limited liability company formed hereby is Hollywood Auto Center, L.L.C.

ARTICLE TWO

The address of the registered office of the Company in the State of Delaware is 9 East Loockerman Street, Dover, Kent County, Delaware 19901 and the name and address of the registered agent for service of process on the Company in the State of Delaware is National Registered Agents, Inc., 9 East Loockerman Street, Dover, Delaware 19901.

ARTICLE THREE

The Company shall, to the fullest extent permitted or required by the Act, indemnify any and all persons whom it shall have the power to indemnify under the Act from and against any and all of the expenses, liabilities or other matters referred to in or covered by the Act, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Operating Agreement, vote of the members or disinterested officers or otherwise, both as to action in an official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to be an officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or modification of this Article Three shall not adversely affect any right or protection of an officer of the Company existing immediately prior to such repeal or modification.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 20th day of May, 1998.

HOLLYWOOD AUTO CENTER, L.L.C.

By: GOLD COAST AUTO MALL, INC.

By:


JOSEPH HERMAN, COO

CERTIFICATE OF REVIVAL

OF

HOLLYWOOD AUTO CENTER, L.L.C.

Hollywood Auto Center, L.L.C. (hereinafter called the "company"), pursuant to Section 18-1109 of the Limited Liability Company Act of the State of Delaware, a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The name of the limited liability company is Hollywood Auto Center, L.L.C.
2. The date the original certificate of formation of the limited liability company is May 27, 1998.
3. The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are National Registered Agents, Inc., 9 East Loockerman Street, Dover, Delaware 19901.
4. The person executing and filing this Certificate of Revival is authorized to do so.

Executed on this 27th day of February, 2002.

HOLLYWOOD AUTO CENTER, L.L.C.


Veronica Farr, Authorized Person

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/01/2002
020140775 - 2901304

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION
OF

HOLLYWOOD AUTO CENTER, L.L.C.

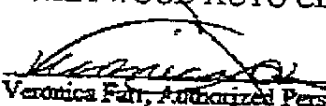
Hollywood Auto Center, L.L.C. (hereinafter called the "company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The name of the limited liability company is Hollywood Auto Center, L.L.C.
2. The certificate of formation of the company is hereby amended by striking out Article 1 thereof and by substituting in lieu of said Article the following new Article:

The name of the limited liability company is Beacon Automotive, LLC

Executed on this 27th day of February, 2002.

HOLLYWOOD AUTO CENTER, L.L.C.


Veronica Falt, Authorized Person

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 03/01/2002
020140777 - 2901304