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ACCOUNT NO. : 072100000032

REFERENCE : 928340 82576A

AUTHORIZATION :

COST LIMIT : \$ PRPAID

ORDER DATE : December 12, 2000

ORDER TIME : 11:35 AM

ORDER NO. : 928340-005

CUSTOMER NO: 82576A

CUSTOMER: John B. Ritch, Esq
Overstreet Miles Ritch &
100 Church Street
Kissimmee, FL 34741

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-12/12/00--01092--002
*****55.00 *****55.00

FOREIGN FILINGS

NAME: COGGIN-STARLING CHEVROLET -
OLDSMOBILE, L.L.C.

 PROFIT
 NON-PROFIT

XX LLC
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney -- EXT# 1116

EXAMINER:

APPROVED
AND
FILED
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 DEC 12 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TO BEA GUY
SUFFICIENT FILING

12-12-00

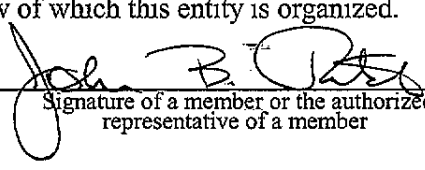
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

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: Coggin - Starling Chevrolet - Oldsmobile, L.L.C.
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: June 21, 1999

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? November 21, 2000
5. New name of the limited liability company: Holiday Chevrolet - Oldsmobile L.L.C.
6. If the amendment changes the period of duration, indicate new period of duration:
N/A
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
N/A
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: N/A
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

John B. Ritch

Typed or printed name of signee

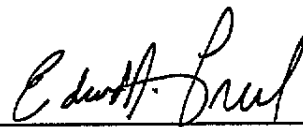
Filing Fee: \$25.00

APPROVED
AND
FILED
00 DEC 12 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COGGIN-STARLING CHEVROLET-OLDSMOBILE, L.L.C.", CHANGING ITS NAME FROM "COGGIN-STARLING CHEVROLET-OLDSMOBILE, L.L.C." TO "HOLIDAY CHEVROLET-OLDSMOBILE L.L.C.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2000, AT 12:20 O'CLOCK P.M.




Edward J. Freel, Secretary of State

00 DEC 12 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

3025480 8100

AUTHENTICATION: 0805932

001582090

DATE: 11-21-00

11/20/00 MON 12:21 FAX 302 658 6395

THE BAYARD FIRM

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:20 PM 11/20/2000
001582090 - 3025480

002

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF FORMATION
OF COGGIN-STARLING CHEVROLET-OLDSMOBILE, L.L.C.**

Coggin-Starling Chevrolet-Oldsmobile, L.L.C., a Delaware limited liability company (the "Company"), in order to amend its Certificate of Formation filed with the Secretary of State of Delaware on April 5, 1999 (the "Certificate"), to reflect the change of the Company name, pursuant to 6 Del. C. § 18-202, hereby certifies as follows:

1. The name of the Company is Coggin-Starling Chevrolet-Oldsmobile, L.L.C.
2. The Certificate is hereby amended by deleting Paragraph 1 in its entirety and inserting the following in lieu thereof:

1. The name of the limited liability company is Holiday Chevrolet-Oldsmobile L.L.C.

and by amending the caption of the instrument to reflect the new name.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of this 17th day of November, 2000.

COGGIN-STARLING CHEVROLET-
OLDSMOBILE, L.L.C.

By: AC Starling, PRES.

Name: Alan C. Starling
Title: President

APPROVED
AND
FILED
00 DEC 12 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA