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OF COUNSEL

SCOTT E. JOHNSON

May 16, 2000

Via Federal Express Only

Secretary of State
Attention: Corporation Division
409 East Gaines Street
Tallahassee, Florida 32399

300003255893--1

-05/17/00--01062--011

*****8.75 *****8.75

300003255893--1

-05/17/00--01062--010

*****35.00 *****35.00

Re: Lally Chrysler Jeep Pontiac, Inc. (change of name to Lally Chrysler Jeep, Inc.)

Dear Sir/Madam:

Please find enclosed in duplicate a Certificate of Amendment to the Articles of Incorporation of Lally Chrysler Jeep Pontiac, Inc., together with two firm checks made payable to the "Secretary of State" in the amount of \$35.00 and \$8.75 respectively, to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	8.75

Please file the Amendment immediately and forward to us the certified copy thereof. If there is anything which is not in order, please call us collect. Thank you.

Sincerely yours,

Linda Klechka

Linda Klechka, Legal Assistant to
Lawrence H. Haber

LHH:lek
Enclosures

F:\DATA\WPDATA\LHH\LALLY\LallyChrysler/cor/SECY3.LTR.wpd(4532-3)

*Linda OK to
have correct add-on-
if*

FILED
00 MAY 17 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*NIC Amend
S. Payne
5/30/00*

PO BOX 472 ORLANDO, FL 32802-0472
111 N. ORANGE, AVE. SUITE 1200 ORLANDO, FL 32801
PH. 407-841-4141 FX. 407-841-4148
MORAN-SHAMS@MORAN-SHAM.COM

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION
OF
LALLY CHRYSLER JEEP PONTIAC, INC.

FILED
30 MAY 17 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the corporation is LALLY CHRYSLER JEEP PONTIAC, INC.
2. The following amendments of the Articles of Incorporation were adopted unanimously by the board of directors on May 3, 2000, as no shares have been issued.

The name of the corporation is changed to: LALLY CHRYSLER JEEP, INC.

Dated: May 5th, 2000.

LALLY CHRYSLER JEEP, INC.

By: [Signature]
Its President and Secretary and director

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Jasvinder Lally, as President and Secretary, who is to me well known to be the person described in and who subscribed the above articles of amendment to the articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes, therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Orlando in said County and State this 5th day of May, 2000.

[Signature]
Notary Public

My Commission Expires:

