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Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

300004507423--1

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2712.50 **43.75

CORPORATION(S) NAME

See Attached List

(62 Companies)

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

Amended & Restated Articles of Incorporation

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

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THANKS

CONNIE BRYAN

DIVISION OF CORPORATION

01 JUL 30 PM 1:30

RECEIVED

CR2E031 (1-89)

S. PAYNE JUL 5 1 2001

FILED

01 JUL 30 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(1) Autonation Benefits Company, Inc.
(2) Airport Dodge, Inc.
(3) Atrium Restaurants, Inc.
(4) Auto By Internet, Inc.
(5) Autonation Corporate Management Company
(6) Autonation Enterprises Incorporated
(7) Autonation USA Corporation
(8) Beacon Motors, Inc.
(9) Bengal Motors, Inc.
(10) Central Motors, Inc.
(11) Chevrolet World, Inc.
(12) Coastal Cadillac, Inc.
(13) Colonial Imports, Inc.
(14) Contemporary Cars, Inc.
(15) Cook-Whitehead Ford, Inc.
(16) Courtesy Auto Group, Inc.
(17) Courtesy Wholesale Corporation
(18) Credit Management Acceptance Corporation
(19) D/L Motor Company
(20) Dealership Accounting Services, Inc.
(21) Dobbs Ford, Inc.
(22) Don Mealey Chevrolet, Inc.
(23) Don Mealey Imports, Inc.
(24) Don Mealey Oldsmobile, Inc.
(25) Empire Services Agency, Inc.
(26) Empire Warranty Corporation
(27) Empire Warranty Holding Company
(28) First Team Management, Inc.
(29) Gulf Management, Inc.
(30) Hollywood Imports Limited, Inc.
(31) Hollywood Kia, Inc.
(32) Jim Quinlan, Ford Lincoln-Mercury, Inc.
(33) Kelnat Advertising, Ltd. Co.
(34) Kenyon Dodge, Inc.
(35) L.P. Evans Motors WPB, Inc.
(36) L.P. Evans Motors, Inc.
(37) Lovern, Inc.
(38) M S & S Toyota, Inc.
(39) Maroone Car And Truck Rental Company
(40) Maroone Chevrolet Ft. Lauderdale, Inc.
(41) Maroone Management Services, Inc.
(42) Mealey Holdings, Inc.
(43) Mechanical Warranty Protection, Inc.
(44) Metro Chrysler Jeep, Inc.
(45) Mike Shad Chrysler Plymouth Jeep Eagle, Inc.
(46) Mike Shad Ford, Inc.
(47) Mullinax Ford South, Inc.
(48) Nissan Of Brandon, Inc.
(49) Quantum Premium Finance Corporation

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
AIRPORT DODGE, INC.

FILED
01 JUL 30 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is Airport Dodge, Inc. (hereinafter, the "Corporation").
2. The text of the Restated Articles of Incorporation of the Corporation, as amended hereby, is attached hereto as Exhibit A and made a part hereof.

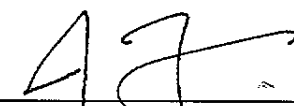
CERTIFICATE

It is hereby certified that:

1. The attached Restated Articles of Incorporation contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.
2. The Articles of Incorporation of the Corporation are hereby amended in their entirety so as henceforth to read as set forth in the Restated Articles of Incorporation attached hereto as Exhibit A and made a part hereof.
3. The date of adoption of the aforesaid amendments was July 23, 2001.
4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
5. The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.

Executed on July 26, 2001.

AIRPORT DODGE, INC.

By: 

Name: Jonathan P. Ferrando
Title: Vice President

RESTATED ARTICLES OF INCORPORATION
OF
AIRPORT DODGE, INC.

FIRST: The name of the corporation is Airport Dodge, Inc., hereinafter, (the "Corporation").

SECOND: The principal place of business and mailing address of the Corporation is 110 SE 6th Street, Ft. Lauderdale, Florida 33301.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act including, but not limited to, the acting as an insurance agent and the providing of insurance services, exclusive of the underwriting of insurance policies.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1000) shares of Common Stock, each having a par value of one cent (\$0.01).

FIFTH: The address of the registered agent of the Corporation is 110 SE 6th Street, 20th Floor, Ft. Lauderdale, Florida 33301. The name of the registered agent at that address is Kenneth B. Rollin.