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**BASIC AMENDMENT**

**LIBERTY AUTOMOTIVE GROUP, INC.**

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*Amendment*

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
LIBERTY AUTOMOTIVE GROUP, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** Amendments adopted:

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Michael Bretzel
Secretary:	Michael Bretzel
Treasurer:	Michael Bretzel

whose addresses shall be the same as the principal office of the Corporation.

AND

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Michael Bretzel

whose addresses shall be the same as the principal office of the corporation.

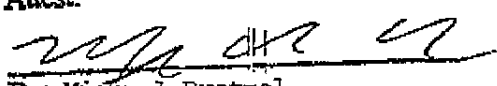
**SECOND:** The date of each Amendment's adoption: March 12, 2002


**THIRD:** The Amendments were adopted by the Board of Directors and approved by the Shareholders. The number of votes cast for the Amendments were sufficient for approval.

Signed this 12 day of March, 2002.

LIBERTY AUTOMOTIVE GROUP, INC.

Attest:

  
By: Michael Bretzel  
Its: Secretary

  
By: Michael Bretzel  
Its: Secretary

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