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BASIC AMENDMENT

CENTURY AUTOMOTIVE CO., INC.

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ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
CENTURY AUTOMOTIVE CO., INC.
(Prior to the Issuance of Shares)

Pursuant to Section 607.1005 of the Florida Statutes, CENTURY AUTOMOTIVE CO., INC., a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), does hereby certify:

Name. The name of the Corporation is Century Automotive Co., Inc.

Amendments Adopted. The amendment adopted provides for the Corporation to change the par value of the common stock from \$1.00 par value to \$.01 par value for both the voting and non-voting common stock.

Text of Amendments. Article V is hereby amended by deleting such Article V and substituting the following new Article I which reads as follows:

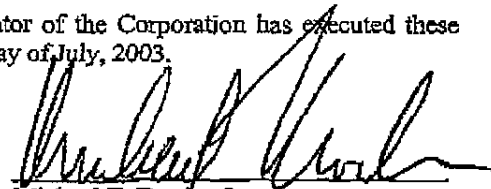
ARTICLE V

The Corporation is authorized to issue 100,000 shares of \$.01 par value common stock of which 1,000 shares shall be designed as "Voting Common Stock" and of which 99,000 shares shall be designated as "Non-Voting common Stock." Shares of Voting Common Stock shall be the only shares of the Corporation entitled to vote and each such share shall have an equal vote with regard to any matter requiring a vote. Shares of Non-Voting Common Stock shall have no right to vote with regard to any matter requiring a vote. In all other respects, the preferences, limitations, dividend rights, liquidation rights and all other relative rights of shares of common stock, whether Voting Common Stock or Non-Voting Common Stock, shall be identical and equal.

Adoption of Amendments. The foregoing amendment was approved by unanimous written consent of the incorporator of the Corporation pursuant to Sections 607.1005, prior to the issuance of shares.

Effective Date. The effective date of the amendments herein certified shall be the date of filing these Articles of Amendment to Articles of Incorporation with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment to Articles of Incorporation as of the 2nd day of July, 2003.


Michael T. Trocke, Incorporator

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