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SECRETARY OF STATE
TALLAHASSEE FLORIDA

150 OCT 11 8 2005

Amey

the bared group

September 23, 2005

Via First Class Mail

Florida Department of State
Divisions of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301


Re: **Articles of Amendment to Articles of Incorporation**
Douglas Ford, Inc. - P05000118143

Gentlemen/Ladies:

Enclosed is an original and one copy of *Articles of Amendment to Articles of Incorporation for Douglas Ford, Inc.* together with a check in the amount of \$35.00 for the filing fee. Please date-stamp the additional copy and return it to my attention.

Should you have any questions, please do not hesitate to contact me at extension 2210.

Sincerely,
Douglas Ford, Inc.



Juan Diaz
Sr. Vice President/General Counsel

Enclosures

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
DOUGLAS FORD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOUGLAS FORD, INC., a Florida corporation, under its corporate seal and the hand of its President pursuant to section 607.103, Florida Statutes, hereby certifies the following:

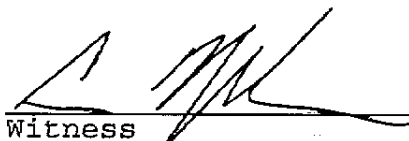
The Shareholders and Board of Directors of said corporation by unanimous written consent resolution of August 23, 2005, adopted the following amendment to its Articles of Incorporation.

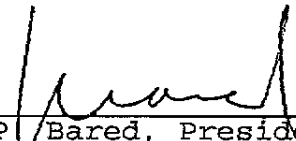
RESOLVED, that Article V of the Articles of Incorporation of the Corporation be amended by deleting it in its entirety and replacing it by the following:

ARTICLE V
CAPITAL STOCK

The aggregate number of shares of all classes of capital stock that this corporation shall have authority to issue is (i) one hundred thousand (100,000) shares of Class A Common Stock, \$0.01 par value per share with voting rights (ii) one hundred thousand (100,000) shares of Class B Common Stock, \$0.01 par value per share without voting rights, and (iii) one hundred thousand (100,000) shares of Preferred Stock, \$0.01 par value per share.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed in its name by its President and its corporate seal to be hereto affixed and witnessed this 23rd day of August 2005 in the City of Miami, Miami-Dade County, Florida.


Witness 

By: 
Jose P. Bared, President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

SS:

BEFORE ME, the undersigned authority, personally appeared Jose P. Bared in his capacity as President of Douglas Ford, Inc., a Florida corporation who is personally known to me or who produced N/A as identification and who did take an oath on this the 23rd day of August 2005.


NOTARY PUBLIC

My Commission Expires:
Azalia Palmer
My Commission DD216667
Expires August 25, 2007