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SUBARU OF ORANGE PARK, INC.**

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SUBARU OF ORANGE PARK, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, Subaru of Orange Park, Inc. (the "Corporation"), hereby adopts these Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the Corporation is Subaru of Orange Park, Inc.

SECOND: Article V of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

The total number of shares of capital stock which the Corporation has the authority to issue is twenty (20) shares of Common Stock ("Common Stock") having no par value per share.

THIRD: The provisions for implementing the amendment are as follows:

Prior to the filing of these Articles of Amendment with the Secretary of State of Florida, the Corporation had the authority to issue 10,000 shares of Common Stock of the Corporation. Upon the filing of these Articles of Amendment with the Secretary of State of Florida, each share of Common Stock of the Corporation, whether issued and outstanding or unissued, will automatically be reclassified and changed into two one-thousands of a share of Common Stock. No fractional shares shall be issued upon such automatic conversion of the Common Stock. If any fractional share of Common Stock would be delivered upon such conversion to any shareholder, the Corporation shall pay to the shareholder entitled to such fractional share an amount in cash equal to the fair value of such fractional share as of the filing of these Articles of Amendment, as determined in good faith by the Board of Directors of the Corporation.

FOURTH: The amendment to the Articles of Incorporation of the Corporation set forth above was adopted on May 18, 2012.

FIFTH: The amendment was approved by the holders of a majority of the issued and outstanding shares of Common Stock of the Corporation, the only voting group entitled to vote on the amendment. The number of votes cast for the amendment was sufficient for approval.

Date: May 18, 2012

SUBARU OF ORANGE PARK, INC.

By: 

R. Phil Porter, President