

Division of Corporations

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P08000106276

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JOE HERNDON'S AUTO OUTLET, INC.

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March 12, 2009

JOE HERNDON'S AUTO OUTLET, INC.  
812 E MARTIN LUTHER KING DR  
SEFFNER, FL 33584

SUBJECT: JOE HERNDON'S AUTO OUTLET, INC.  
REF: P08000106276

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The capacity of the officer/director signing should be indicated. Ex. President, Vice President, Chairman of the Board, etc.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please

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call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H09000057357  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF AMENDMENT

OF

## JOE HERNDON'S AUTO OUTLET, INC..

1. Article VI of the Articles of Incorporation of JOE HERNDON'S AUTO OUTLET, INC., is hereby amended to read:

## ARTICLE VI

The principal office of the Corporation shall be located at 9001 Adamo Dr., Tampa, FL 33619 but the Corporation shall have power to establish branch offices and other places of business at such other places within or without the State of Florida as may be determined and deemed expedient by the Directors.

2. Article VIII of the Articles of Incorporation of JOE HERNDON'S AUTO OUTLET, INC., is hereby amended to read:

## ARTICLE VIII

The names and addresses of the members of the Board of Directors who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Mattie Michelle Herndon- 812 E. Martin Luther King Dr., Seffner, FL 33584

3. The foregoing amendment was adopted by the written statement of all of the directors and all of the shareholders eligible to vote of this Corporation on March 5, 2009 pursuant to Florida Statutes Section 607.0821 and Section 607.0704, respectively, (a copy of which is attached hereto and made a part hereof for all purposes).

4. Upon the effectiveness of the foregoing amendment, Article I of the Articles of Incorporation shall be amended as set forth above.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation above executed these Articles of Amendment this 5<sup>th</sup> day of March, 2009.

*Mattie Michelle Herndon*  
President

*Mattie Michelle Herndon*  
Secretary

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**CONSENT TO AMENDMENT OF ARTICLES OF INCORPORATION**

Pursuant to Florida Statutes Section 607.0821 and 607.0704, respectively, we, the undersigned being all of the directors and shareholders eligible to vote of Joe Herndon's Auto Outlet, Inc., hereby consent to amendment of Article VI and Article VIII of the Articles of Incorporation of the corporation as set forth in the attached Amendment. The remainder of said Articles of Incorporation shall remain unchanged. This writing shall be so construed as our unanimous intention that the above-mentioned Articles of Incorporation shall be amended as aforesaid.

WITNESS our hands and seals this 5<sup>th</sup> day of March, 2009.

Joe Herndon's Auto Outlet, Inc.

By: Mattie Michelle Herndon  
President

Mattie Michelle Herndon  
Director

By: Mattie Michelle Herndon  
Secretary

Mattie Michelle Herndon  
Shareholder