

BURGESS, HARRELL, MANCUSO, OLSON & COLTON, P.A.

Attorneys at Law

James H. Burgess, Jr.*
Donald J. Harrell^{oo}
R. Lynette Mancuso^{**o}
Paul E. Olson^{**}
John A. Colton

Florida certified civil trial lawyer
Also admitted in Pennsylvania
^{**}Board certified real estate lawyer
*Certified circuit and family court mediator

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April 4, 2000

FEDERAL EXPRESS

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-04/05/00--01084--006
*****35.00 *****35.00

Re: Filing of Articles of Amendment
CAMPBELL MOTORS USED CARS, INC.

Dear Sir or Madame:

Enclosed please find the original and a copy of the Articles of Amendment along with a copy of the shareholder consent for the above-referenced corporation, and a check in the total amount of the following:

Articles Filing Fee \$35.00

Please file the original and return evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Yours truly,

James H. Burgess, Jr.
James H. Burgess, Jr.
For the Firm

JHBjr/mym
Encs.

FILED
00 APR -5 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W/C Amer 2

S. PAYNE APR 13 2000

1776 Ringling Boulevard - Sarasota, Florida 34236
Telephone (941) 366-3700 - Facsimile (941) 366-0189
E-Mail Address - bhmoc@gte.net

CAMPBELL MOTORS USED CARS, INC.
ARTICLES OF AMENDMENT

FILED

00 APR -5 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, the above corporation hereby adopts the following articles of amendment to its Articles of Incorporation:

1. Name. The name of the corporation is CAMPBELL MOTORS USED CARS, INC.
2. Amendment Text. The amendment to the articles of incorporation of the corporation provides as follows:

RESOLVED, that an amendment to the articles of incorporation of the corporation be and hereby is adopted changing the name of the corporation from CAMPBELL MOTORS USED CARS, INC. to CAMPBELL RV, INC.

3. Date Adopted. The above amendment was adopted on the date hereof.
4. Method of Adoption. The above amendment was duly adopted by the board of directors and the shareholders. The common stock shareholders is the only voting group of shareholders entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group. Written consent of shareholders to such action has been given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
5. Effective Time and Date. This instrument shall become effective at 12:01 a.m. on the date of the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument this 3rd day of April, 2000.

CAMPBELL MOTORS USED CARS, INC.

By: 

KEVIN P. CAMPBELL
President

CAMPBELL MOTORS USED CARS, INC.
CONSENT OF SHAREHOLDERS AND DIRECTORS
TO
AMENDMENT TO ARTICLES OF INCORPORATION

The above-referenced meeting of directors and shareholders of the above corporation was held by this written consent on the 3rd day of April, 2000, at the principal office of the corporation, for the purposes herein contained.

1. Procedural Formalities. It was determined that the meeting was properly noticed (or waived), called and convened. It was determined that shareholders of all of the outstanding shares and all directors were present at the meeting, and constituted a quorum for the consent of business at the meeting.

2. Transaction of Business. On motion duly made, seconded and unanimously carried, the following preambles and/or resolutions were adopted:

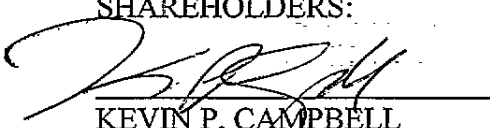
RESOLVED, that an amendment to the articles of incorporation of the corporation be and hereby is adopted changing the name of the corporation from CAMPBELL MOTORS USED CARS, INC. to CAMPBELL RV, INC.

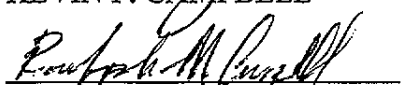
RESOLVED FURTHER, that the officers and directors of the corporation hereby are authorized and directed to execute and file formal articles of amendment and to take any and all necessary action in order to effectuate the foregoing intent.

3. Adjournment. On motion duly made, seconded and duly carried, the meeting was adjourned.

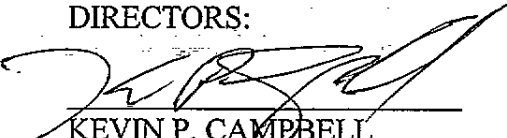
IN WITNESS WHEREOF, the undersigned executed this instrument as of the date first above written.

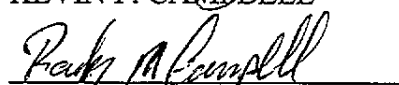
SHAREHOLDERS:


KEVIN P. CAMPBELL

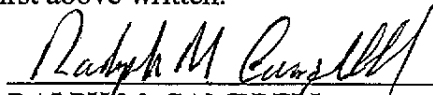

RALPH M. CAMPBELL

DIRECTORS:


KEVIN P. CAMPBELL


RALPH M. CAMPBELL

The secretary of the corporation hereby certifies the above instrument and files the same with and as the records of the corporation as of the date first above written.


RALPH M. CAMPBELL
As Secretary