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2001 JUL 30 PM 2:23  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

100004507521--4  
-07/30/01--01109--001  
\*\*\*2712.50 \*\*\*\*\*43.75

CORPORATION(S) NAME

See Attached List

(62 Companies)

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Amended & Restated Articles of Incorporation
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
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- Fictitious Name
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CONNIE BRYAN

DIVISION OF CORPORATION

01 JUL 30 PM 1:33

RECEIVED

COULLETTE JUL 30 2001

(50) Quinlan Motors, Inc.
(51) Real Estate Holdings, Inc.
(52) Resources Aviation, Inc.
(53) SCM Realty II, Inc.
(54) SCM Realty, Inc.
(55) Southeast Lease Car, Inc.
(56) Steve Moore's Buy-Right Auto Center, Inc.
(57) Sunrise Nissan Of Jacksonville, Inc.
(58) Sunrise Nissan Of Orange Park, Inc.
(59) Sunset Pontiac-GMC Truck South, Inc.
(60) The Consulting Source, Inc.
(61) Wallace Imports, Inc.
(62) World Wide Warranty Co.

ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
QUINLAN MOTORS, INC.

FILED  
2001 JUL 30 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is Quinlan Motors, Inc. (hereinafter, the "Corporation").
2. The text of the Restated Articles of Incorporation of the Corporation, as amended hereby, is attached hereto as Exhibit A and made a part hereof.

\*\*\*\*\*  
CERTIFICATE

It is hereby certified that:

1. The attached Restated Articles of Incorporation contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.
2. The Articles of Incorporation of the Corporation are hereby amended in their entirety so as henceforth to read as set forth in the Restated Articles of Incorporation attached hereto as Exhibit A and made a part hereof.
3. The date of adoption of the aforesaid amendments was July 23, 2001.
4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
5. The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.

\*\*\*\*\*

Executed on July 26, 2001.

QUINLAN MOTORS, INC.

By: 

Name: Jonathan B. Ferrando

Title: Vice President

RESTATED ARTICLES OF INCORPORATION  
OF  
QUINLAN MOTORS, INC.

FIRST: The name of the corporation is Quinlan Motors, Inc., hereinafter, (the "Corporation").

SECOND: The principal place of business and mailing address of the Corporation is 110 SE 6<sup>th</sup> Street, Ft. Lauderdale, Florida 33301.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act including, but not limited to, the acting as an insurance agent and the providing of insurance services, exclusive of the underwriting of insurance policies.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1000) shares of Common Stock, each having a par value of one cent (\$0.01).

FIFTH: The address of the registered agent of the Corporation is 110 SE 6<sup>th</sup> Street, 20<sup>th</sup> Floor, Ft. Lauderdale, Florida 33301. The name of the registered agent at that address is Kenneth B. Rollin.