AVON PARK
CHEVROLET
Geo Oldsmobile AURORA

P95000035996

July 20, 1998

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*****35.00 *****35.00

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sirs,

Please find enclosed Articles of Amendment to Articles of Incorporation for Avon Park Chevrolet, GEO, Olds. Inc.

If you should have any questions concerning this matter, please feel free to contact me at 727-328-5200 or 941-453-5000.

Sincerely,

Greg Soulliere
Sec/Treasurer
Avon Park Chevrolet, Inc.

FILED
98 JUL 22 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

JUL 24 1998

601 U.S. 27 North Avon Park, Florida 33825
Avon Park (941) 453-5000 Sebring (941) 471-3000 Fax (941) 453-8877

FILED
98 JUL 22 PM 12: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Avon Park Chevrolet, GEO, Oldsmobile, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Delete----Williams, MS as Director

Add-------Meagher, MB as President

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: April 27, 1998.

FOURTH: Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by ______________________."
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 20 day of July, 19 98.

Signature MB Meagher
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Michael B Meagher
Typed or printed name

President
Title

AVON PARK CHEVROLET

Geo Oldsmobile AURORA

MINUTES OF SPECIAL MEETING OF THE MAJORITY VOTING STOCKHOLDER
AVON PARK CHEVROLET, GEO, OLDSMOBILE, INC.
A Florida Corporation
April 27, 1998

A special meeting of the Majority Voting Stockholder was held at Avon Park Chevrolet at 601 US 27 North, in the City of Avon Park, State of Florida at 11:30 in the forenoon on April 27, 1998. This meeting was convened for the purpose of removing Mr. Stewart Williams as President, Director, and employee of Avon Park Chevrolet, Geo, Oldsmobile, Inc.

The Majority Stockholder presented and read the following list of stockholders of the corporation and reported that so indicated in the list were present and participating in the meeting.

Stockholder	by Whom Represented	No. Of Shares	Class of Stock
Michael B Meagher	Michael B Meagher	75	A VOTING STOCK
Stewart Williams	Stewart Williams	25	A VOTING STOCK

Elected to preside by majority vote of his stock were Michael B Meagher as Chairman of the meeting.

The Chairman recommended the Stewart Williams be removed as a Director, President, and employee of the company. Upon motion duly made, it was

RESOLVED: That Stewart Williams be removed as Director, President, and employee of the company.

The Chairman then nominated himself as President and Greg Soulliere as acting Secretary Treasurer of the company. Thereupon, in accordance with the Stockholders' Voting Agreement, the majority Stockholder, Michael B Meagher cast its ballot for Michael B Meagher, who was declared elected a Director and President to serve pursuant to the provisions of the Certificate of Incorporation and by-laws of the company. The ballot was ordered attached to the Minutes of the Meeting.

RESOLVED: That Michael B Meagher is elected as President and Greg Soulliere as acting Secretary Treasurer of the company.

There being no further business, it was voted to adjourn.

Chairmen of the Meeting
Michael B Meagher

Michael B Meagher
Majority Stockholder

BALLOT
Avon Park Chevrolet, Geo, Oldsmobile, Inc.
A Florida Corporation

In accordance with the Stockholders' Voting Agreement, the undersigned hereby votes the percentage of the shares of the outstanding common stock indicated below for the following named person to serve as President and Secretary Treasurer of this corporation pursuant to the provisions of its Certificate of Incorporation, and by-laws:

Michael B Meagher	**President**
Greg Soulliere	**Secretary Treasurer**

Witness the signing hereof on April 27, 1998.

Percentage of Vote

75%

Michael B Meagher

By:

President