

P95000065337

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November 19, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

600002353846--9
-11/21/97--01038--004
*****87.50 *****87.50

Re: Filing of Amendment to Articles of Incorporation
of Nations Auto Depot, Inc.

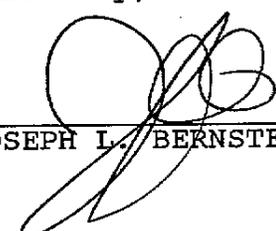
Dear Secretary of State:

Enclosed please find the original and one copy of the
Amendment to the Articles of Incorporation for the above mentioned
Corporation, together with our check in the amount of \$87.50 to
cover your costs of filing same.

Please return to the undersigned a Certified copy of the
Amendment.

If you have any questions regarding this matter, please do not
hesitate to call.

Sincerely,



JOSEPH L. BERNSTEIN

FILED
NOV 21 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JLB:clb
Enclosures

Amend

DEC 1 1997

AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
NATIONS AUTO DEPOT, INC.

FILED
97 NOV 21 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section §607.1003 of the Florida Statutes the
Articles of Incorporation of NATIONS AUTO DEPOT, INC., Document
#P95000065337, are hereby amended pursuant to the consent of
Shareholders and Directors, attached hereto as follows:

The President of the Corporation shall be ROBERT M.
SCHOENTHAL, 5731 N.E. 17th Terrace, Fort Lauderdale, Florida
33334.

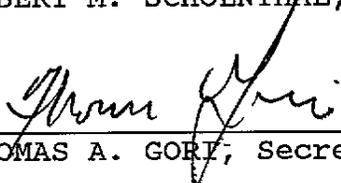
The Vice-President and Secretary of the Corporation shall be
THOMAS A. GORI, 21770 Contado Road, Boca Raton, Florida 33433.
THOMAS A. GORI is also elected as a Director. The resignation of
ROBERT M. SCHOENTHAL, as Vice-President and Secretary of the
Corporation is hereby accepted, and his name removed from the
records of the Corporation.

There being no further changes, the above Amendment shall be
effective as of the date of filing with the Secretary of State.

IN WITNESS WHEREOF, We have made, subscribed and acknowledged
these Articles of Amendment at Fort Lauderdale, Broward County,
Florida, this 4th day of November, 1997.

NATIONS AUTO DEPOT, INC.

By: 
ROBERT M. SCHOENTHAL, President

By: 
THOMAS A. GORI, Secretary

STATE OF FLORIDA

COUNTY OF BROWARD

On this day, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared ROBERT M. SCHOENTHAL as President respectively, of NATIONS AUTO DEPOT, INC., and who executed the foregoing Amendment to Articles of Incorporation of said Corporation who is personally known to me or who has produced Dewey's License as identification and who ~~did~~ (did not) take an oath.

WITNESS my hand and seal this 4 day of November, 1997.

Susan Poore

, NOTARY PUBLIC

My Commission Expires:



Susan Poore
My Commission **CCCCC**
Expires February 9, 2000

STATEMENT OF INTENT
TO AMEND ARTICLES OF INCORPORATION OF
NATIONS AUTO DEPOT, INC.

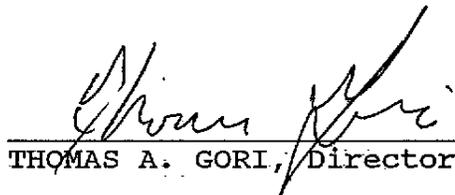
The undersigned, being all of the Directors and Shareholders of NATIONS AUTO DEPOT, INC., do hereby manifest their intent to change the officers of the Corporation of NATIONS AUTO DEPOT, INC. through the adoption of an Amendment to the Articles of Incorporation, a copy of which is attached hereto, according to Section §607.1003 of the Florida Statutes.

Dated this 4th day of November, 1997.

"DIRECTORS"/SHAREHOLDERS



ROBERT M. SCHOENTHAL, Director/Shareholder



THOMAS A. GORI, Director/Shareholder