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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

500004507435--3
-07/30/01--01109--001
2712.50 **43.75

See Attached List

(62 Companies)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ 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
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DIVISION OF CORPORATION
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S. PAYNE JUL 31 2001

A+ Restated
Art.

S. PAYNE JUL 31 2001

(1) Autonation Benefits Company, Inc.
(2) Airport Dodge, Inc.
(3) Atrium Restaurants, Inc.
(4) Auto By Internet, Inc.
(5) Autonation Corporate Management Company
(6) Autonation Enterprises Incorporated
(7) Autonation USA Corporation
(8) Beacon Motors, Inc.
(9) Bengal Motors, Inc.
(10) Central Motors, Inc.
(11) Chevrolet World, Inc.
(12) Coastal Cadillac, Inc.
(13) Colonial Imports, Inc.
(14) Contemporary Cars, Inc.
(15) Cook-Whitehead Ford, Inc.
(16) Courtesy Auto Group, Inc.
(17) Courtesy Wholesale Corporation
(18) Credit Management Acceptance Corporation
(19) D/L Motor Company
(20) Dealership Accounting Services, Inc.
(21) Dobbs Ford, Inc.
(22) Don Mealey Chevrolet, Inc.
(23) Don Mealey Imports, Inc.
(24) Don Mealey Oldsmobile, Inc.
(25) Empire Services Agency, Inc.
(26) Empire Warranty Corporation
(27) Empire Warranty Holding Company
(28) First Team Management, Inc.
(29) Gulf Management, Inc.
(30) Hollywood Imports Limited, Inc.
(31) Hollywood Kia, Inc.
(32) Jim Quinlan, Ford Lincoln-Mercury, Inc.
(33) Kelnat Advertising, Ltd. Co.
(34) Kenyon Dodge, Inc.
(35) L.P. Evans Motors WPB, Inc.
(36) L.P. Evans Motors, Inc.
(37) Lovern, Inc.
(38) M S & S Toyota, Inc.
(39) Maroone Car And Truck Rental Company
(40) Maroone Chevrolet Ft. Lauderdale, Inc.
(41) Maroone Management Services, Inc.
(42) Mealey Holdings, Inc.
(43) Mechanical Warranty Protection, Inc.
(44) Metro Chrysler Jeep, Inc.
(45) Mike Shad Chrysler Plymouth Jeep Eagle, Inc.
(46) Mike Shad Ford, Inc.
(47) Mullinax Ford South, Inc.
(48) Nissan Of Brandon, Inc.
(49) Quantum Premium Finance Corporation

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
AUTONATION USA CORPORATION

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01 JUL 30 PM 4:33
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 AutoNation USA Corporation (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.

AUTONATION USA CORPORATION

By: 
Name: Jonathan B. Ferrando
Title: Vice President

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION
OF
AUTONATION USA CORPORATION

FIRST: The name of the corporation is AutoNation USA Corporation, hereinafter, (the "Corporation").

SECOND: The principal place of business and mailing address of the Corporation is 110 SE 6th 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 6th Street, 20th Floor, Ft. Lauderdale, Florida 33301. The name of the registered agent at that address is Kenneth B. Rollin.