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BASIC AMENDMENT
AUTONATION USA CORPORATION

Certificate of Status	1
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**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AUTONATION USA CORPORATION**

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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its Amended and Restated Articles of Incorporation:

FIRST: Article I of the Amended and Restated Articles of Incorporation of AutoNation USA Corporation (the "*Corporation*") is hereby deleted in its entirety and replaced with the following:

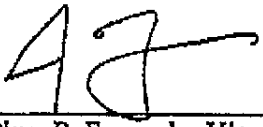
"ARTICLE I - NAME

The name of the corporation is AN Dealership Holding Corp. (the "*Corporation*")"

SECOND: The amendment was adopted on June 24, 2003.

THIRD: The amendment was approved by a Unanimous Written Consent of the Board of Directors and sole shareholder of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to its Amended and Restated Articles of Incorporation to be executed on its behalf this 24th day of June, 2003.



Jonathan P. Ferrando, Vice President
and Secretary