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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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TALLAHASSEE, FLORIDA

SH/21

ARTICLES OF AMENDMENT
ARTICLES OF INCORPORATION
OF
CIRCLE R MOTORS. INC.

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

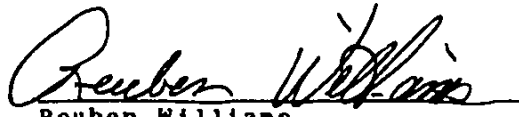
FIRST: Article II. Nature of Business is amended to read as follows:

"This corporation shall sell wholesale and retail motor vehicles and boats; and may engage or transaction in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation."

SECOND: The date of the amendment's adoption is December 17, 1996.

THIRD: The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 17th day of December, 1996.


Reuben Williams
President/Incorporator

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