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September 17, 1998

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

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Encore Vehicles, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of Encore Vehicles, Inc. Also enclosed is your fee in the amount of \$35.00.

Thank you for your kind attention to this matter.

Yours very truly,

*Leonard H. Johnson*

LEONARD H. JOHNSON *LHJ*

LHJ/vlc  
Enclosures

*Amend.  
9-24-98  
CC*

FILED  
98 SEP 21 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**ENCORE VEHICLES, INC.**

FILED  
98 SEP 21 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation filed on June 16, 1997, and assigned Charter Number: P97000053212.

**FIRST:** Article III is hereby amended to read as follows:

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000,000 shares, divided into two classes, Class A non-voting common stock, and Class B voting common stock. The total number of shares of Class A stock authorized is 1,000,000 shares. The total number of shares of Class B stock authorized is 1,000,000 shares.

The powers, preferences, and rights of the shares of the shares of Class A and Class B are identical, with one exception: Class B shares are voting shares, with one vote per share. Class A shares are non-voting shares. All shares shall have \$1.00 par

value per share. This provision shall be implemented as to the current holders of common stock as follows:

Each outstanding share of common stock of the corporation as of April 15, 1998, shall be exchanged for one share of Class B common stock.

**SECOND:** Article VIII is hereby added and shall read as follows:

**ARTICLE VIII. NO PREEMPTIVE RIGHTS.**

Unless otherwise determined by the board of directors, no holder of stock of the corporation shall be entitled, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether or not of unissued shares authorized by the articles of incorporation of the corporation as originally filed or by any amendment of the articles or out of shares of stock of the corporation acquired by it after the issue of the shares, and whether issued for cash, promissory notes, services, personal or real property, or other securities of the corporation, nor shall any holder of stock of the corporation be entitled to any right of subscription to any of such shares. Further, unless otherwise determined by the board of directors, no holder of any shares of the stock of the corporation is entitled as such, as a matter of

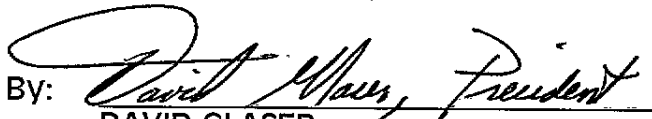
right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant or warrants or other instrument or instruments which shall confer on the holder or holders of that obligation the right to subscribe for or purchase from the corporation any shares of its capital stock of any class or classes.

**THIRD:** The date of the adoption of the foregoing amendments was April 20, 1998.


**FOURTH:** The amendments were approved by the shareholders of the outstanding common stock. The number of votes cast for the amendments were sufficient for approval by the shareholders.

**IN WITNESS WHEREOF**, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment to the Articles of Incorporation, this 4 day of September, 1998.

ENCORE VEHICLES, INC.

BY:   
DAVID GLASER  
President

ATTEST:

  
MATT BLACKBURN  
Secretary