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FOLEY & LARDNER

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FROM: FOLEY & LARDNER

ACCT#: 072720000061

CONTACT: ~~KAREN~~ PETERSON Sonya Sowards

PHONE: (904)359-2000

FAX #: (904)359-8700

NAM.: AUTOCENTRAL USA, INC.

AUDIT NUMBER.....H97000014357

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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Ill
8/29

Amend

FAX AUDIT NO. H97000014357

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AUTOCENTRAL USA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, the following provisions of the Articles of Incorporation of AutoCentral USA, Inc., a Florida corporation, filed in Tallahassee on August 27, 1997, effective August 26, 1997, be and they hereby are amended in the following particulars:

Article 4, Section 4.1 ("Authorized Capital") be and it hereby is amended to read as follows:

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 20,000,000 shares of voting common stock having a par value of \$0.01 per share.

Article 6, Section 6.2 ("Initial Directors") be and it hereby is amended to read as follows:

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Evaldo Fred Dupuy	2215 NW 36th Street Miami, FL 33142
Timothy B. Gamwell	2215 NW 36th Street Miami, FL 33142

The foregoing amendment was adopted by the incorporator of the corporation as of the 27th day of August, 1997, prior to the issuance of shares. Accordingly, shareholder action was not required.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Amendment as of the 27th day of August, 1997.


Julia B. Davis, Incorporator

Prepared by:
Julia B. Davis, Esquire
Florida Bar No. 454450
Foley & Lardner
200 Laura Street North, Third Floor
Post Office Box 240
Jacksonville, FL 32201-0240
Telephone: 904/359-2000

FAX AUDIT NO.:
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08/29/97 FRI 14:45 TEL 904 359 8700
(804)922-3708

FOLEY & LARDNER

002

08/29/97 13:04 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 29, 1997

AUTOCENTRAL USA, INC.
2215 NW 36TH STREET
MIAMI, FL 33142

SUBJECT: AUTOCENTRAL USA, INC.
REF: P97000074647

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlana Connell
Corporate Specialist

FAX Aud. #: H97000014357
Letter Number: 697A00043601

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CONTACT: ~~KAREN~~ PETERSON *Sonya Sowards*
PHONE: (904) 359-2000

FAX #: (904) 359-8700

NAME: AUTOCENTRAL USA, INC.

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