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Florida Department of State
Division of Corporations
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BASIC AMENDMENT

ASSOCIATED AUTOMOTIVE GROUP INCORPORATED

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 27, 2003

ASSOCIATED AUTOMOTIVE GROUP INCORPORATED
2600 S. FEDERAL HWY
DELRAY BEACH, FL 33483

SUBJECT: ASSOCIATED AUTOMOTIVE GROUP INCORPORATED
REF: P97000099628

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.

PLEASE ATTACH THE RELEASE OF THE NAME LETTER TO THE ARTICLES OF AMENDMENT AND RETAX. PLEASE CHANGE THE FAX AUDIT NUMBER ON THE LETTER OF RELEASE TO THAT OF THE ARTICLES OF AMENDMENT.

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Darlene Connell
Document Specialist

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February 24, 2003

New Filings Section
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Motor Cars Auto Group, Inc. (the "Company")
Document No: P00000070365

Dear Sir or Madam:

The undersigned, as Director and Chief Executive Officer of Motor Cars Auto Group, Inc., a Florida corporation, hereby submits Articles of Dissolution and releases any hold in connection with the name "Motor Cars Auto Group, Inc." for the purpose that the name be available for the simultaneous filing of domestic Articles of Amendment of Associated Automotive Group Incorporated, a Florida corporation.

Very truly yours,

Motor Cars Auto Group, Inc.

A handwritten signature in black ink, reading "Barry Tenzer", is positioned above the printed name and title.

Barry Tenzer
Director and CEO

**UNANIMOUS CONSENT OF THE BOARD
OF DIRECTORS AND SOLE SHAREHOLDER
OF
MOTOR CARS AUTO GROUP, INC.**

The undersigned, being all of the directors and the sole shareholder of MOTOR CARS AUTO GROUP, INC., a Florida corporation ("Corporation"), hereby consent to the adoption of the following resolutions, for the express purpose of approving and authorizing the dissolution of the Corporation:

RESOLVED, that the dissolution of the Corporation pursuant to Section 607.1403 of the Florida Business Corporation Act is hereby approved by the Board of Directors and the sole shareholder of the Corporation; and

FURTHER RESOLVED, that the proper officers of this Corporation be, and hereby are, authorized to take all such further actions such officers shall deem necessary or advisable to carry out the purposes of the foregoing resolution.

DATED 2/27/03

Barry Tenzer, Director



David Jacoby, Director

SHAREHOLDER:

Associated Automotive Group Incorporated

Barry Tenzer, CEO

**UNANIMOUS CONSENT OF THE BOARD
OF DIRECTORS AND SOLE SHAREHOLDER
OF
MOTOR CARS AUTO GROUP, INC.**

The undersigned, being all of the directors and the sole shareholder of MOTOR CARS AUTO GROUP, INC., a Florida corporation ("Corporation"), hereby consent to the adoption of the following resolutions, for the express purpose of approving and authorizing the dissolution of the Corporation:

RESOLVED, that the dissolution of the Corporation pursuant to Section 607.1403 of the Florida Business Corporation Act is hereby approved by the Board of Directors and the sole shareholder of the Corporation; and

FURTHER RESOLVED, that the proper officers of this Corporation be, and hereby are, authorized to take all such further actions such officers shall deem necessary or advisable to carry out the purposes of the foregoing resolution.

DATED

2/24/03


Barry Tenzer, Director

David Jacoby, Director

SHAREHOLDER:

Associated Automotive Group Incorporated


Barry Tenzer, CEO

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DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
ASSOCIATED AUTOMOTIVE GROUP INCORPORATED

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Associated Automotive Group Incorporated, a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P97000099628, does hereby certify:

FIRST: Article 1 of the Corporations Articles of Incorporation Shall be deleted in its entirety and replaced with the following:

ARTICLE 1 CORPORATE NAME

The name of the Corporation shall be: Motorcars Auto Group Incorporated.

SECOND: The foregoing amendment was adopted by written consent by the Board of Directors on December 2, 2002, pursuant to Section 607.0821 of the Florida Business Corporation Act.

An annual meeting of shareholders of the Corporation was held on December 30, 2002 at which time the foregoing amendment was submitted to the Corporation's shareholders and adopted by the holders of a majority of the outstanding voting power of the Corporation Pursuant to Section 607.0701 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporations Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of December 30, 2002.

ASSOCIATED AUTOMOTIVE GROUP
INCORPORATED

By:


Barry Tenzer, President