

P97000101789

ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELLORS

THOMAS F. ICARD (1922-1985)
JAMES W. CULLIS (1927-1987)

JAMES E. AKER
CHARLES J. BARTLETT
PAUL D. BEITLICH**
BRUCE P. CHAPNICK†
CHARLES N. CLELAND, JR.
ERIN L. DAILEY
MARK C. DUNGAN
JULIE GINSBURG ELLER
MICHAEL L. FOREMAN
ANDREW K. FRITSCH
MICHAEL J. FUREN
ARTHUR D. GINSBURG*
STEVEN R. GREENBERG**
F. THOMAS HOPKINS**
THOMAS F. ICARD, JR.**
C. EUGENE JONES*
CHRISTOPHER G. JONES
JASON A. LESSINGER
DAVID M. LEVIN††
ROBERT G. LYONS***
WILLIAM W. MERRILL, III*, †
ROBERT E. MESSICK**

2033 MAIN STREET, SUITE 600
SARASOTA, FLORIDA 34237-6091

(941) 366-8100

SARASOTA FACSIMILE

(941) 366-6364

TAMPA TELEPHONE

(813) 221-2100

REPLY TO: P.O. BOX 4195
SARASOTA, FLORIDA 34230-4195

TROY H. MYERS, JR.
J. GEOFFREY PFLUGNER
STEPHEN D. REES
JOHN J. WASKOM

WILLIAM W. MERRILL (RETIRED)
CURTIS J. TIMM (RETIRED)

* BOARD CERTIFIED MARITAL
AND FAMILY LAWYER

** BOARD CERTIFIED
REAL ESTATE LAWYER

*** BOARD CERTIFIED
CIVIL TRIAL LAWYER
AND CERTIFIED MEDIATOR

ADDITIONAL JURISDICTIONS

* ADMITTED IN ILLINOIS
** ADMITTED IN U.S. VIRGIN ISLANDS
*** ADMITTED IN MICHIGAN
† ADMITTED IN WASHINGTON, D.C.
†† ADMITTED IN OHIO
††† LL.M. IN OCEAN AND COASTAL LAW

September 14, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment of 298, Inc.

400002640934--8
-09/16/98-01050-019
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for filing please find original Articles of Amendment to Articles of Incorporation of 298, Inc., a Florida Corporation. Also enclosed is our firm's check in the amount of \$35.00 to cover same. If you have any questions in this regard, please feel free to give us a call.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

Paula Moser

Paula Moser
Secretary to Robert E. Messick

N/C

Enclosures
FAUSERS\REM\VB-INVES\298\state.001

VS SEP 22 1998

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
298, INC.

FILED
98 SEP 16 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to the Articles of Incorporation filed by the Corporation effective date December 3, 1997:

1. The following amendment to Article 1 of the Articles of Incorporation was adopted by the undersigned, as a director of the Corporation, on September 1, 1998, in the manner prescribed by Section 607.1006, Florida Statutes, and prior to issuance of shares in said Corporation:

ARTICLE 1. - NAME

The name of the Corporation shall be amended to be V.B. AUTOMOTIVE GROUP, INC.

2. The amendment was adopted by the directors without shareholder action and shareholder action was not required.

Dated: September 1, 1998

298, INC.

By: [Signature]

JOHN TOSCH, Director

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared JOHN TOSCH, as a Director of 298, INC., who is to me well known to be the person described in and who subscribed the above Articles of Amendment to the Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same on behalf of the said corporation and for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at 707 S. Washington Boulevard, Sarasota, Florida, this 1st day of September, 1998.

My Commission Expires:

Oct 13, 2000

[Signature]
Notary Public

Typed Name: Judy S. Maeder

Commission No.: CC592989

F:\USERS\REM\VB-IN\VS\298\ARTICLES.AMD

