

P9-7000 103814
LAW OFFICES
BOOSE CASEY CIKLIN LUBITZ MARTENS MCBANE & O'CONNELL
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

JOSEPH L. ACKERMAN, JR.
BRUCE G. ALEXANDER, P.A.
JERALD S. BEER, P.A.
WILLIAM R. BOOSE, III, P.A.
JOHN D. BOYKIN, P.A.
PATRICK J. CASEY, P.A.
RICHARD R. CHAVES
PATRICIA M. CHRISTIANSEN
ALAN J. CIKLIN, P.A.
MICHAEL W. CONNORS
ROBERT L. CRANE, P.A.
RONALD E. CRESCENZO
MARC S. DOBIN, P.A.
JASON S. HASELKORN
W. JAY HUNSTON, JR., P.A.

ETHEL E. ISAACS
DEBRA A. JENKS, P.A.
BRIAN B. JOSLYN, P.A.
GREGORY S. KINO, P.A.
CHARLES A. LUBITZ, P.A.
EDWIN C. LUNSFORD
RICHARD L. MARTENS, P.A.
LOUIS R. MCBANE, P.A.
E. SCOTT NUNLEY
BRIAN M. O'CONNELL, P.A.
PHIL D. O'CONNELL, JR., P.A.
CHARLES L. PICKETT, JR.
TIMOTHY J. ROOKS
JOHN R. YOUNG, P.A.

PHILLIP D. O'CONNELL, SR. (1807-1987)

OF COUNSEL
JULIE ANN ALLISON
JOHN L. REMSEN

NORTHBRIDGE TOWER 1-19TH FLOOR
515 NORTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401
TELEPHONE (561) 832-5900
TELECOPIER (561) 833-4209

MAILING ADDRESS
P.O. BOX 4626
WEST PALM BEACH, FL 33402-4626

March 17, 1998

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

FILED
MAR 23 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Classic Motorcars Ltd. of the Palm Beaches, Inc.
Articles of Amendment

800002463608--8
-03/20/98--01079--016
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find an original and one copy of the Amendment to Articles of Incorporation with reference to the above-captioned matter.

Also enclosed is our check in the amount of \$35.00 which covers the cost of filing. Kindly file same and return one copy to me marked "filed" in the self-addressed stamped envelope provided.

Thank you for your cooperation in this matter.

Yours very truly,

Jerald S. Beer

Terry Beer
AUTHORIZATION BY PHONE TO
ADD VICE-CHD
3-24
JSB/ka
Enclosures
ORF

NC
3/24
ORF

**ARTICLES OF AMENDMENT
OF
CLASSIC MOTORCARS LTD. OF THE PALM BEACHES, INC.**

Pursuant to §607.0704 and §607.0821 of the Florida Statutes, CLASSIC MOTORCARS LTD. OF THE PALM BEACHES, INC., a corporation organized and existing under the laws of the State of Florida, adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I of the Articles of Incorporation is hereby deleted and replaced with the following:

ARTICLE I


Name and Address

The name and address of the proposed corporation shall be Classic Motorcars Ltd. of the Palm Beaches, Inc., located at 500 Palm Street, Suite 29, West Palm Beach, Florida 33411.

2. This Amendment shall become effective upon filing in accordance with Florida Statutes.

3. The foregoing Amendment was adopted by a majority vote of the Directors and Shareholders of the corporation at a special joint meeting of the Directors and Shareholders of the corporation on February 1, 1998, and was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officers have set their hands and seals effective this 1st day of February, 1998.

By: 
Jerald S. Beer, Subscriber
Vice-Chairman

FILED
98 MAR 23 PM 2:13
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA