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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK

EDWARD C. AKEL

KATHLEEN HOLBROOK COLD

DANIEL D. AKEL

H. LEON HOLBROOK, III

JOHN R. STIEFEL, JR.

THOMAS R. RAY

TELEPHONE
(904) 356-6311

FACSIMILE
(904) 356-7330

April 16, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
99 APR 19 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: PRIME AUTO WHOLESALE, INC.

000002844130--1
-04/19/99-01124-005
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed are an original and one copy of Amendment to Articles of Incorporation for Prime Auto Wholesale, Inc. Please file the original and return a stamped copy to me. Enclosed is a check in the amount of \$35.00 for the fee.

Thank you very much for your cooperation.

Sincerely yours,

John R. Stiefel, Jr.
JOHN R. STIEFEL, JR.

JRS/ss

Enclosure

cc: Mr. Ronald Hudson

Amerd

APR 22 1999

VS

AMENDMENT TO ARTICLES OF INCORPORATION
OF
PRIME AUTO WHOLESALE, INC.

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TALLAHASSEE, FLORIDA

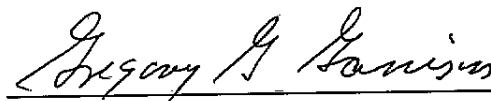
The Articles of Incorporation of Prime Auto Wholesale, Inc. are hereby amended
so that Article 7 Section 7.1 shall hereafter read as follows:

"The maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is:

2,000 Shares of Voting Common Stock, each share having the par
value of \$1.00.
4,000 Shares of Nonvoting Common Stock, each share having the
par value of \$1.00.

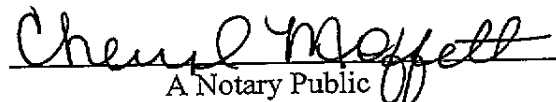
This Amendment was adopted by the stockholders and directors on March 10,
1999. The Amendment was approved by majority vote of the stockholders, which was
sufficient for approval.

IN WITNESS WHEREOF, These Articles of Amendment have been executed
on behalf of the corporation this 10 day of March, 1999.



Gregory G. Garrison, President

By:


A Notary Public

