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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CUSTOMER NO: 4331939

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CUSTOMER: Ms. Mikie Schmidt
Greenberg Traurig, P.a.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: FORT LAUDERDALE HARLEY
DAVIDSON, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

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00 NOV 28 AM 11:32
DIVISION OF CORPORATION

G. COULLETTE NOV 28 2000

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FORT LAUDERDALE HARLEY DAVIDSON, INC.**

(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

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The undersigned, **BRUCE ROSSMEYER**, being the President of FORT LAUDERDALE HARLEY DAVIDSON, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on June 25, 1998, DOES HEREBY CERTIFY:

1. The name of this Corporation is FORT LAUDERDALE HARLEY DAVIDSON, INC.

2. The Corporation's Articles of Incorporation are hereby amended by adding the following as a new Article XI:

"Article XI – Shareholder Quorum and Voting Requirements. At any meeting of the shareholders of the Corporation, a quorum shall consists of seventy-five (75%) percent or greater of the outstanding stock of the Corporation. If a quorum is present, the affirmative vote of seventy five (75%) percent or greater of the outstanding stock of the Corporation shall be required to approve any matter. This Article shall apply only when there are more than 2 shareholders in the Corporation."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The Amendment hereby made to the Articles of Incorporation was duly adopted by a written consent executed by all of the Shareholders and all the members of the Board of Directors of the Corporation as of the 1st day of September, 2000, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast was sufficient for approval of the Articles of Amendment to Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of FORT LAUDERDALE HARLEY DAVIDSON, INC., this 1st day of September, 2000.


BRUCE ROSSMEYER, President