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ACCOUNT NO. : 072100000032

REFERENCE : 800542 5236A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
2002 JAN 22 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 21, 2002

ORDER TIME : 10:45 AM

ORDER NO. : 800542-005

CUSTOMER NO: 5236A

CUSTOMER: Bobbie Ryncarz, Legal Asst
Spinner Dittman Federspiel &
151 Northwest 1st Avenue

Delray Beach, FL 33444

DOMESTIC AMENDMENT FILING

NAME: RALPH MITSUBISHI, INC.

EFFECTIVE DATE:

RECEIVED
02 JAN 22 PM 8:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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-01/22/02--01036--003

*****43.75 *****43.75

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

N.C.
G. Coulliette JAN 22 2002

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER'S INITIALS: _____

AMENDMENT TO ARTICLES OF INCORPORATION

of

RALPH MITSUBISHI, INC.

FILED
2002 JAN 22 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is RALPH MITSUBISHI, INC.
2. Article I is hereby amended in its entirety to read:

ARTICLE I

The name of this corporation is *RALPH AUTO GROUP, INC.*

3. The above Amendment was recommended to the shareholders by the Board of Directors, approved by the shareholders on January 16, 2002, at a duly held meeting of the Corporation, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

DATED this 17th day of December, 2001.

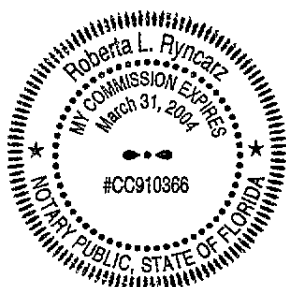
RALPH MITSUBISHI, INC.

By:

Donald E. Ralph
Donald E. Ralph
Sole Shareholder and Director

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of January, 2002, by DONALD E. RALPH, sole shareholder and Director of RALPH MITSUBISHI, INC., [X] who is personally known to me, OR [] who has produced _____ as identification and who executed the foregoing in their duly authorized capacity on behalf of the corporation.



Roberta L. Ryncarz
Notary Public
State of Florida
My commission expires:
Commission No.:
(SEAL)