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99 FEB 11 PM 1:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 10, 1999

BY PERSONAL DELIVERY

ATTN: Corporations Division
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

700002773117--6
-02/11/99--01065--012
*****38.75 *****38.75

RE: FILING OF ARTICLES OF AMENDMENT FOR
O'STEEN AUTOMOTIVE GROUP OF GEORGIA, INC.

Please file the enclosed Articles of Amendment and send me a certified copy. A check for your statutory fees is enclosed.

This is being delivered by my agent, STEPHEN D. WALSH , Esq., of Tallahassee, Florida, who is my agent is is authorized to make any corrections or changes required relating to the enclosed documents.

700002773117--6
-02/11/99--01065--013
*****5.00 *****5.00

Please deliver this to Mr. Walsh.

Sincerely,

FRANK C. DECKER
Attorney for the
subject corporation

FCD
Encls/

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 FEB 11 PM 1:25

RECEIVED

ARTICLES OF AMENDMENT

ACTION OF THE BOARD OF DIRECTORS AND SHAREHOLDERS OF O'STEEN AUTOMOTIVE GROUP OF GEORGIA, INC. RELATING TO ARTICLES OF AMENDMENT

The Board of Directors and the Shareholders of O'Steen Automotive Group of Georgia, Inc., a Florida corporation for profit, propose, hereby unanimously approve and adopt the following Articles of Amendment amending the Articles of Incorporation of this corporation.

FILED
99 FEB 11 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
AMENDING THE
ARTICLES OF INCORPORATION OF
O'STEEN AUTOMOTIVE GROUP OF GEORGIA, INC.

ARTICLE OF AMENDMENT I

ARTICLE IV IS AMENDED TO READ AS FOLLOWS:

The number of shares of capital stock which this corporation is authorized to have outstanding at any one time iS FOUR THOUSAND FIVE HUNDRED SHARES of capital stock with a par value of ONE HUNDRED DOLLARS ($100.00) per share (called New Shares). Each shareholder shall be issued one New Share for all of his old shares previously issued and pay any amount for such share owing. The previously old shares shall be deemed cancelled. Adopted on February 9, 1999.

ARTICLE OF AMENDMENT I I

ARTICLE VI IS AMENDED TO READ AS FOLLOWS:

ARTICLE VI of the Articles of Incorporation is corrected as follows: The name of the Director appearing as "Harold K. O'Steen" is erroneous and this name is hereby corrected to read "Harold S. O'Steen." Adopted on February 9, 1999.

Signed approved and adopted by the following who constitute all of the

Directors and Shareholders of O'STEEN AUTOMOTIVE GROUP OF GEORGIA, INC. on this 9th day of FEBRUARY, 1999.

HOWARD K. O'STEEN, Director

HAROLD S. O'STEEN, Director

HAROLD S. O'STEEN, JR. Director

THOMAS R. O'STEEN, Director and Shareholder

MARK H. O'STEEN, Director and Shareholder

CERTIFICATE

The undersigned corporate Secretary of O'STEEN AUTOMOTIVE GROUP OF GEORGIA, INC. a Florida corporation for profit, hereby certifies that the foregoing is a true and correct copy of the the document indicated and the Articles of Amendment which was proposed, adopted and approved unanimously by all of the Directors amd Stockholders of this corporation on FEBRUARY 9, 1999.

EXECUTED by the Secretary at Jacksonville, Florida on the 9th day of February, 1999.

Secretary