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Charles A. Costin

Cecil G. Costin, Jr.
(1923 - 1990)

April 16, 1999

Secretary of State
Division of Corporations
ATTN: Amendment Section
Post Office Box 6327
Tallahassee, FL 32314

RE: Boothe Automotive Group, Inc.

Dear Sir or Madam:

Please find enclosed Amendment to Articles of Incorporation of Boothe Automotive Group, Inc., along with our check in the amount of \$43.75 for the filing fee and certified copy.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Amend

VS APR 20 1999

enclosures

Candice D. Bridges
Candice D. Bridges
Legal Secretary

Mailing Address:

Post Office Box 98

Port St. Joe, FL 32457-0098

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TALLAHASSEE, FLORIDA

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

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF BOOTHE AUTOMOTIVE GROUP, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Article IV, Capital Stock, is hereby amended to read as follows:

The Corporation is authorized to issue 1,000 shares of \$.01 par value common stock which shall be designated as common shares.

SECOND: Article IX, Initial Shareholder, is hereby amended to read as follows:

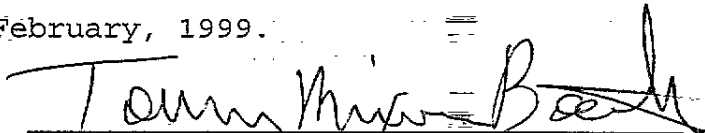
Shares of capital stock of this Corporation shall be issued initially to the following person and in the amount set forth opposite his name:

Tommy Mixon Boothe
1920 Kimberly Avenue
Atmore, AL 36506

1,000 shares common stock

THIRD: Said amendments described above were duly adopted this 19 day of February, 1999, by virtue of the authority vested in the Board of Directors in Article XI of the Articles of Incorporation of said Corporation and said amendments were approved and adopted by a majority of the Board of Directors as well as share holders as indicated by their signatures below.

Signed this 19 day of February, 1999.


TOMMY MIXON BOOTHE, President


ASHLEY MIXON BOOTHE, Vice-President


ANN M. BOOTHE, Secretary/Treasurer

STATE OF ALABAMA
COUNTY OF _____

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **TOMMY MIXON BOOTHE, ASHLEY MIXON BOOTHE, and ANN M. BOOTHE**, who are personally known or who produced _____ as identification to me known to

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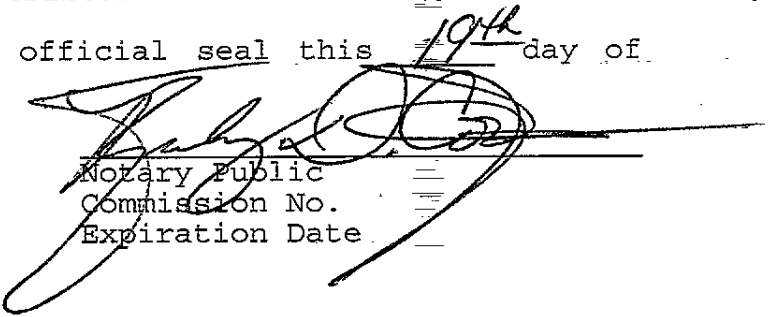
be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purpose herein described.

WITNESS my hand and official seal this 19th day of February, 1999.



RUBY D. COOPER
My Comm Exp. 11/07/99
Bonded By Service Ins
No. CC508649

☐ Personally Known ☐ Other ID


Notary Public
Commission No.
Expiration Date