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DIVISION OF CORPORATIONS

BASIC AMENDMENT
VICTORY AUTOMOTIVE GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

AMEND
DRG 3/26
3/26/99

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VICTORY AUTOMOTIVE GROUP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VICTORY AUTOMOTIVE GROUP, INC., a corporation organized and existing under the laws of the State of Florida, under Certificate filed in the office of the Secretary of State on February 25, 1999 hereby certifies as follows:

By written action dated the 25th day of March, 1999, the Board of Directors and Shareholders of the Corporation adopted the following Resolution:

RESOLVED, that the Certificate of Incorporation of VICTORY AUTOMOTIVE GROUP, INC. be amended so as to delete Article IV. Capital Stock and replace it with a new Article IV. Capital Stock, which shall read as follows:

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$1.00 per share and 10,000 shares of non-voting common stock having a par value of \$1.00 per share.

This Amendment was approved by unanimous consent of all the Shareholders and Directors entitled to vote.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 25th day of March, 1999.

VICTORY AUTOMOTIVE GROUP, INC.

Attest:



By: Gerald W. Herzog, Jr.
Its: Secretary



By: Gerald W. Herzog, Jr.
Its: President