

FROM HILL, WARD HENDERSON

2/12/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: HILL, WARD & HENDERSON, P.A.
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NAME: ENGLISH CHRYSLER-PLYMOUTH-DODGE, INC.
AUDIT NUMBER.....H97000002583
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS...1
CERT. COPIES.....0

PAGES..... 1
DEL.METHOD... FAX
EST.CHARGE... \$43.75

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TALLAHASSEE, FLORIDA

FROM HILL WARD HENDERSON

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1997

ENGLISH CHRYSLER-PLYMOUTH-DODGE, INC.
P.O. BOX 1321
TAMPA, FL 33601

SUBJECT: ENGLISH CHRYSLER-PLYMOUTH-DODGE, INC.
REF: S40956

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporation was originally incorporated on March 27, 1991. Please correct your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000002583
Letter Number: 197A00008954

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
ENGLISH CHRYSLER-PLYMOUTH-DODGE, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of ENGLISH CHRYSLER-PLYMOUTH-DODGE, INC. (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 27 day of March, 1991;

WHEREAS, it is the intention of all of the directors and all of the stockholders of the Corporation that the Articles of Incorporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to Articles of Incorporation hereinafter set forth was approved by unanimous consent of all the directors and all the stockholders of the Corporation pursuant to the provisions of Section 607.0821 and Section 607.0704, Florida Statutes, by a Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation dated as of the 11th day of February, 1997;

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following:

"ARTICLE I

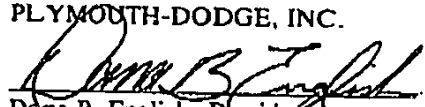
Name

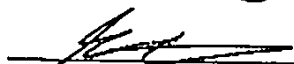
The name of this corporation is:

FERMAN CHRYSLER-PLYMOUTH-DODGE-JEEP-EAGLE OF WAUCHULA, INC."

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation is hereby executed on behalf of the Corporation by its President and Secretary this 11th day of February, 1997.

ENGLISH CHRYSLER-
PLYMOUTH-DODGE, INC.


Dana B. English, President


Steven A. Uiterwyk, Secretary

Prepared by: R. James Robbins, Jr., Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 436593