S70009

CT CORPORATION SYSTEM

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TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Ft. Lauderdale Nissan, Inc.

Amend

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DIVISION OF CORPORATION

() Profit () Nonprofit	(✓) Amendment	() Merger
() Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC
(✓) Certified Copy	() Photocopies	() CUS
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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

FT. LAUDERDALE NISSAN, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is Ft. Lauderdale Nissan, Inc. (hereinafter, the "Corporation").

2. The text of the Restated Articles of Incorporation of the Corporation, as amended hereby, is attached hereto as Exhibit A and made a part hereof.

* * * * * * * *

CERTIFICATE

It is hereby certified that:

1. The attached Restated Articles of Incorporation contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.

2. The Articles of Incorporation of the Corporation are hereby amended in their entirety so as henceforth to read as set forth in the Restated Articles of Incorporation attached hereto as Exhibit A and made a part hereof.

3. The date of adoption of the aforesaid amendments was July 23, 2001.

4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.

5. The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.

****

Executed on July 23, 2001.

FT. LAUDERDALE NISSAN, INC.

By: ______________________________
Name: Jonathan P. Ferrando
Title: Vice President

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION

OF

FT. LAUDERDALE NISSAN, INC.

FIRST: The name of the corporation is Ft. Lauderdale Nissan, Inc., hereinafter, (the "Corporation").

SECOND: The principal place of business and mailing address of the Corporation is 110 SE 6th Street, Ft. Lauderdale, Florida 33301.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act including, but not limited to, the acting as an insurance agent and the providing of insurance services, exclusive of the underwriting of insurance policies.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1000) shares of Common Stock, each having a par value of one cent ($0.01).

FIFTH: The address of the registered agent of the Corporation is 110 SE 6th Street, 20th Floor, Ft. Lauderdale, Florida 33301. The name of the registered agent at that address is Kenneth B. Rollin.