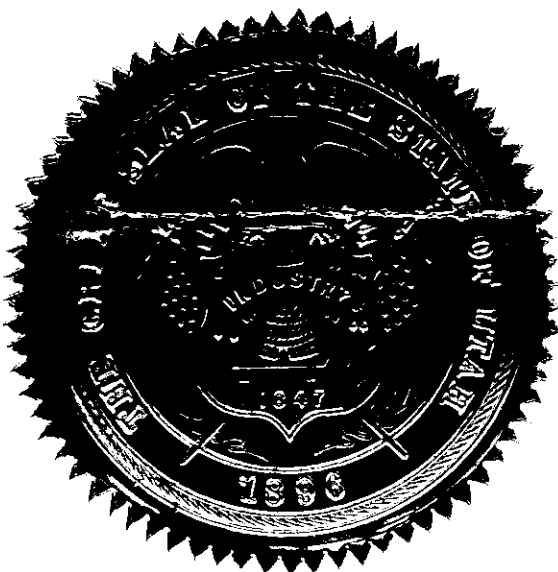


Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Amendment to the Articles of Incorporation of GARY
WHETTON BUICK-RAMBLER, INC., formerly Gary Whetton Buick, Inc.

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Fifteenth DAY OF

March 19 67

Clyde L. Miller
SECRETARY OF STATE

BY [Signature]
DEPUTY

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION 087 MAR 2 PM 2 43

GARY WHETTON BUICK, INC.

Pursuant to the provisions of the Utah Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST, the Name of the corporation was Gary Whetten Buick, Inc., and it is hereby amended to be GARY WHETTON BUICK-RAMBLER, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by the unanimous vote of the shareholders of the said corporation on December 23rd, 1966, in the manner prescribed by the Utah Business Corporation Act:

ARTICLE I.

That the name of the corporation shall be GARY WHETTON BUICK-RAMBLER, INC.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was Two Hundred and Fifty (250) shares; and that all of such two hundred and fifty shares was entitled to vote thereon; and that all of such stock was voted in favor of such amendment.

FOURTH: The designation and number of outstanding shares of each class entitled to vote as a class were:

Only one class of stock with 250 shares outstanding.

FIFTH: The number of shares voted for such amendment was Two Hundred and Fifty (250); and the number voted against was NONE.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

Only one class 250 for amendment None against amendment

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, re-classification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

No change.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

No change.

Dated: December 23rd, 1966.

GARY WHETTON BUICK, INC.,

By: _____
Gary B. Whetton,
Its President
and _____
James J. Whetton
Its Secretary.

State of Utah,)
) ss.
County of Weber,)

I, Samuel H. Barker, a Notary Public, do hereby certify that on this 23rd day of December, 1966, personally appeared before me Gary B. Whetton and James J. Whetton, who, each being by me first duly sworn, did say that they are, respectively, the President and the Secretary of Gary Whetton Buick, Inc, and that they sign the foregoing document as such President and as such Secretary, respectively, of the corporation, and that the statements therein contained are true.

In Witness Whereof, I have hereunto set my hand and official seal this 23rd day of December, 1966.

Samuel H. Barker,
Notary Public residing at Ogden, Utah.

My commission expires May 28, 1967.