

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ELLSWORTH BROTHERS, INC.**

97 OCT 10 AM 8:57
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Ellsworth Brothers, Inc.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on Sep. 30, 1997, in the manner prescribed by the Idaho Business Corporation Act:

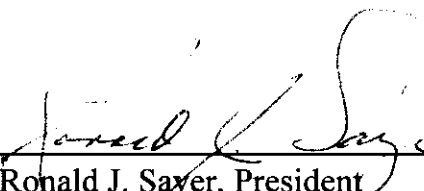
The name of the corporation shall be Ron Sayer-Dodge BMW, Inc.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1500, and the number of shares entitled to vote thereon was 1500.

FOURTH: The number of shares voted for such amendment was 1500, and the number of shares voted against such amendment was zero.

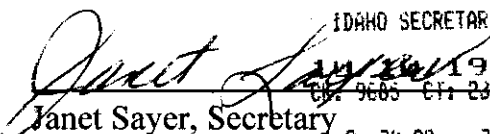
FIFTH: The original Articles of Incorporation are confirmed in all other respects.

Dated: 9/30/97



Ronald J. Sayer, President

Dated: 9/30/97



Janet Sayer, Secretary

IDAHO SECRETARY OF STATE

1997 09:00
CH. 9685 - CF. 2367 - HM. 45794

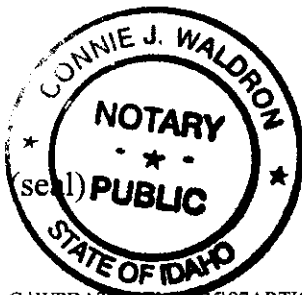
30.00 = 30.00 AMEND PROF

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STATE OF IDAHO)
) ss.
County of Bonneville)

On the 30th day of Sept, 1997, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared RONALD J. SAYER, known or identified to me to be the President of Ellsworth Brothers, Inc., the corporation who executed the foregoing instrument, or the person who executed the foregoing instrument on behalf of said corporation and acknowledged to me that said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



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Connie J. Waldron
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My commission expires: 9-13-01