

FILED

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STATE OF IDAHO

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
LEE DINGES VOLKSWAGEN, INC.**

IDAHO SECRETARY OF STATE

10/08/1999 09:00
OK 27916 CT: 28457 BH: 256612

10 30.00 = 30.00 AMEND PROF # 2

Pursuant to the provisions of § 30-1-1003, Idaho Code Lee Dinges

Volkswagen, Inc., through its duly authorized officer, submits the following Articles of Amendment to its Articles of Incorporation and certifies as follows:

FIRST: The following amendment of the Articles of Incorporation were recommended for adoption by the unanimous written consent of the directors on September 24, 1999, and were adopted at a meeting of the stockholders of the corporation duly held pursuant to notice on October 5, 1999:

A. That Article First be deleted as now written and that there be substituted in lieu thereof the following:

"First: The name of the corporation shall be Lee Dinges Auto Center, Inc."

B. That Article Fifth be deleted as now written and that there be substituted in lieu thereof the following:

"Fifth: (a) The total authorized number of shares of capital stock is one million (1,000,000) shares. All of said shares are common shares of a single class having equal rights, except that one hundred thousand (100,000) of said shares shall be voting shares ('New Voting Shares') and holders of said shares shall have the right to vote and to give their consent or approval of all matters requiring the vote, consent or approval of shareholders of the corporation. The remaining nine hundred thousand (900,000) shares shall be non-voting shares ('New Non-Voting Shares') and the holders of those shares shall have no right to vote or give their consent or approval as to

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any matter requiring the vote, consent or approval of shareholders of the corporation.

"(b) Upon the approval and filing of this amendment, the corporation shall exchange one (1) New Voting Share and nine (9) New Non-Voting Shares for each of the corporation's old shares, said old shares shall thereupon be canceled and retired.

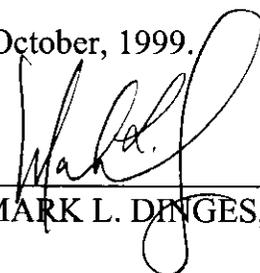
"(c) The holders of New Voting Shares shall be entitled to cumulate their votes for directors of the corporation.

C. That Article Seventh be amended by deleting said article as now written and substituting in lieu thereof the following:

"Seventh: The affairs of this corporation shall be conducted by a board of directors, who need not be stockholders of the corporation, and by such officers as the said board of directors may, from time to time, elect or appoint.

SECOND: A total of sixty one thousand four hundred forty two (61,442) shares of a single class of common stock were entitled to vote at the meeting of stockholders held October 5, 1999, and fifty nine thousand five hundred twenty one (59,521) shares were represented, either in person or by proxy, at the meeting, constituting a quorum of the stockholders. A total of fifty nine thousand five hundred twenty one (59,521) votes were cast in favor of the amendments, which number was sufficient for the approval of the amendments.

DATED this 16 day of October, 1999.



MARK L. DINGES, President