

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
SOUTH SHELBY MOTORS, INC. CHANGING CORPORATE NAME TO
PREMIERE SOUTH, INC.**

STATE OF ALABAMA)

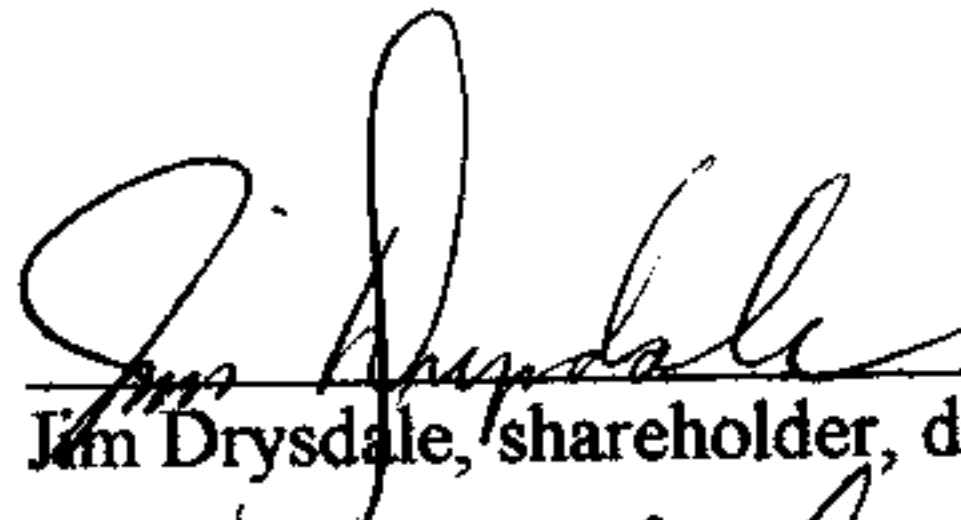
SHELBY COUNTY)

South Shelby Motors, Inc. amends its Certificate of Incorporation as follows:

The name of the corporation is and shall be hereafter known as: PREMIERE SOUTH, INC.

Each other item contained in the original certificate of incorporation, not changed herein, shall remain in full force and effect, and is hereby ratified and confirmed.

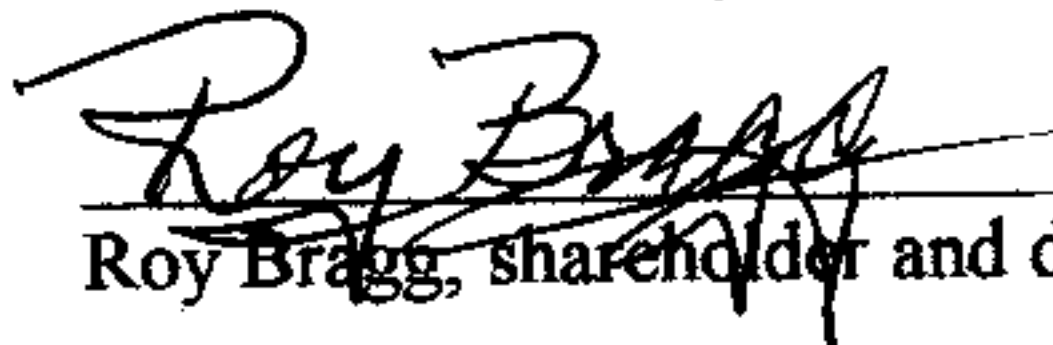
IN TESTIMONY WHEREOF, witness the hand of the undersigned, comprising all of the shareholders, officers and directors of the corporation, on this the 29 day of Dec., 1998.



Jim Drysdale, shareholder, director and president



Thomas R. Averett, shareholder, director and secretary



Roy Bragg, shareholder and director



E. Carlisle Jones, shareholder and director



Joseph B. Beard, Jr., shareholder and director



Alan Pizzitola, shareholder and director

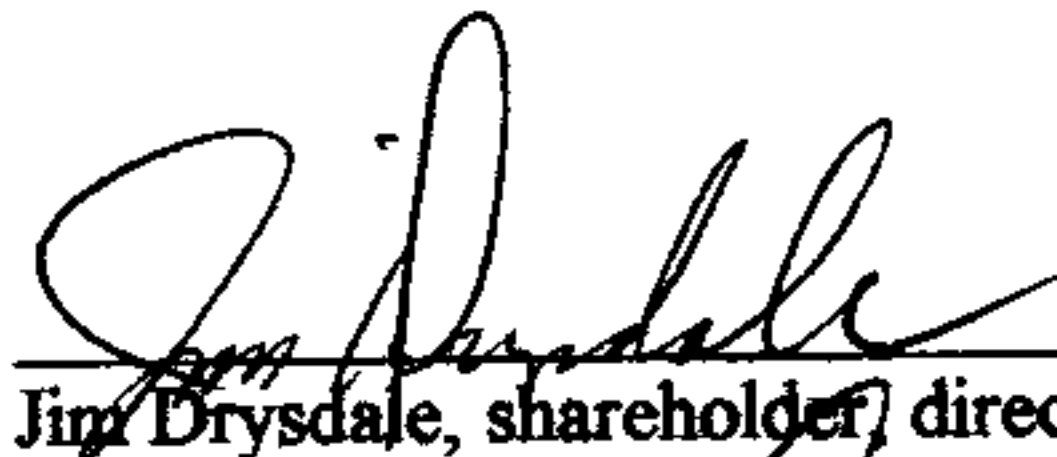
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SHELBY COUNTY JUDGE OF PROBATE
JES SNA 25.00

Inst # 1998-52186

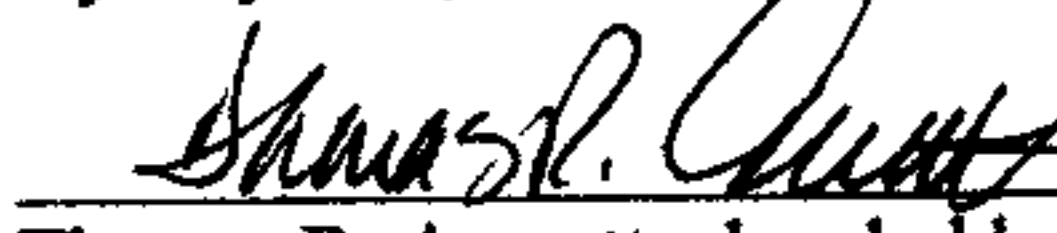
STATE OF ALABAMA)

JEFFERSON COUNTY)

Before me, the undersigned Notary Public, in and for said State and in said County, personally appeared Jim Drysdale, Thomas R. Averett, Roy Bragg, E. Carlisle Jones, Joseph B. Beaird, Jr. and Alan Pizzitola, who being known to me as the President and Secretary of the corporation, respectively, and as all of the shareholders, officers and directors of said corporation, and in such capacity and with full authority of the Corporation, acknowledged before me that the information contained in the Certificate of Amendment to Certificate of Incorporation is true and correct, and that the foregoing constitutes the official action of the Corporation taken and approved by the unanimous vote of the shareholders, officers and directors on the day and date shown.



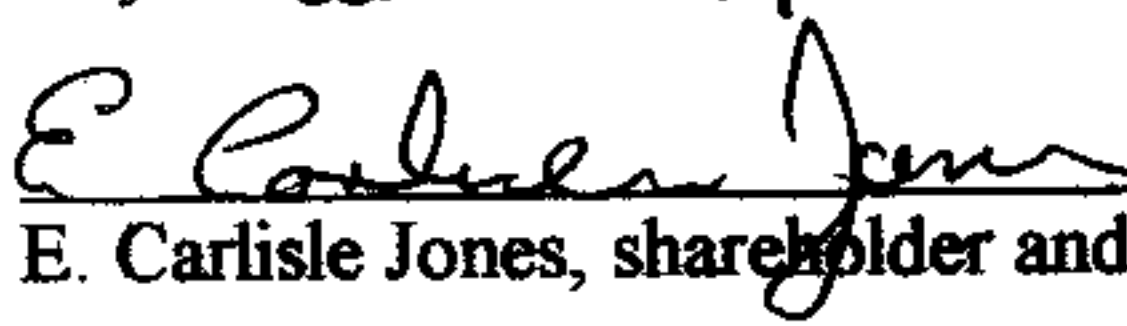
Jim Drysdale, shareholder, director and president



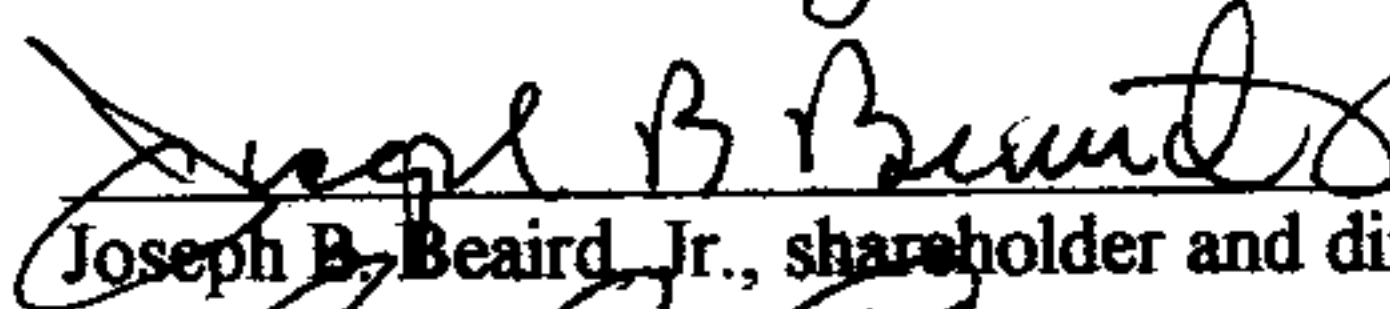
Thomas R. Averett, shareholder, director and secretary



Roy Bragg, shareholder and director



E. Carlisle Jones, shareholder and director



Joseph B. Beaird, Jr., shareholder and director



Alan Pizzitola, shareholder and director

Sworn to and subscribed before me on this the 29 day of Dec., 1998.



Notary Public

10-25-02

This Instrument Prepared By:

**JOHN MARTIN GALESE, P.A.
300 First Commercial Bank Building
800 Shades Creek Parkway
Birmingham, AL 35209
(205) 870-0663**

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SHELBY COUNTY JUDGE OF PROBATE
003 SNA 35.00

Premiere South Inc
2205 A Pelham Pkwy
Pelham AL 35124