



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF**

Toupin Motor Sales, Inc.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Toupin Motor Sales, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on February 20, 1998, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]
(If additional space is required, please list on separate attachment)

That the corporation name be amended to Topline Motors, Inc.

3. The number of shares of the corporation outstanding at the time of such adoption was 400; and the number of shares entitled to vote thereon was 400.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:
(If inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
common/no par value	400

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5. The number of shares voted for such amendment was 400; and the number of shares voted against such amendment was 0.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

Class	Number of Shares Voted	
	For	Against
common/no par value	400	none

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

no change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

no change

9. Date when amendment is to become effective: upon filing
(not more than 30 days after the filing of these Articles of Amendment)

Dated ~~2/20~~ 2/20, 19 98

Toupin Motor Sales, Inc.

By Maria D. Pedro
Its President Maria D. Pedro
and Victor M. Pedro
Its Secretary Victor M. Pedro

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Lincoln, on this 20th day of February, 19 98, personally appeared before me Maria D. Pedro and Victor M. Pedro, who being by me first duly sworn, declared that they are Vice President and Secretary of Toupin Motor Sales, Inc. and that they signed the foregoing document as Vice President & Secretary of the corporation, and that the statements therein contained are true.

Francis M. Dulac
Notary Public F. DULAC
My Commission Expires: 7/18/01