

**ACTION BY MAJORITY VOTING STOCKHOLDER
BY WRITTEN CONSENT**

Pursuant to Article II, Section 2.11 of the Bylaws of Don Signer Buick-Cadillac, Inc. (hereinafter "Dealer Company"), a Delaware corporation, the undersigned, representative of the Majority Voting Stockholder, General Motors Corporation (Motors Holding Division), do hereby consent to the adoption of the following resolutions:

REMOVAL & NOMINATION OF DIRECTORS:

RESOLVED, that effective **May 9, 2000**, the Majority voting Stockholder of Dealer Company, General Motors Corporation (Motors Holding Division) hereby removes **Thomas A. Mudry** as a Director.

FURTHER RESOLVED, that General Motors Corporation (Motors Holding Division) cast its Ballot, attached hereto for **Ann Noel Blakney**, who was declared elected as Directors to serve pursuant to the provisions of the Certificate of Incorporation and By-Laws of the company.

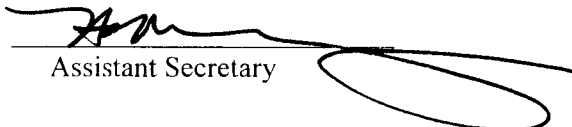
GENERAL AUTHORITY:

FURTHER RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the proper officers of the Dealer Company are hereby authorized to take all such further actions, and to execute and deliver all such further instruments and documents in the name and on behalf of the Dealer company and to pay all such fees and expenses, which shall in their judgement be necessary, proper or advisable.

This consent may be executed in two or more counterparts each of which shall be deemed an original for all purposes, and together shall constitute one and the same consents.

IN WITNESS WHEREOF, the undersigned Majority Voting Stockholder has executed the consent on the 11th day of July, 2000.

GENERAL MOTORS CORPORATION
(Motors Holding Division)

By: 
Assistant Secretary

BALLOT

Don Signer Buick-Cadillac, Inc.
A Delaware Corporation

The undersigned hereby vote the percentage of the shares of the outstanding stock indicated below for the following named person to serve as Director(s) of this Corporation pursuant to the provisions of its Certificate of Incorporation and By-Laws:

Ann Noel Blakney

WITNESS the signing hereof on July 11, 2000

Percentage of Vote

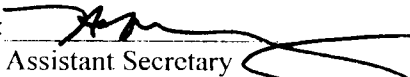
Class of Stock

General Motors Corporation
(Motors Holding Division)

-
Majority Stockholder

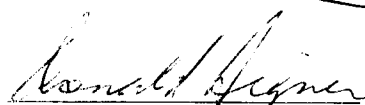
75%

Preferred

By: 
Assistant Secretary

25%

Common


Donald Signer, Stockholder

ACTION BY
BOARD OF DIRECTORS & STOCKHOLDERS
BY WRITTEN CONSENT

Pursuant to Article 2, Section 2.11 and Article 4, Section 4.12 of the By-Laws, the undersigned, being the Directors and Stockholders of Don Signer Buick-Cadillac, Inc. (hereinafter "Dealer Company"), a Delaware corporation, do hereby consent to the adoption of the following resolutions:

WHEREAS the proposal submitted for the redemption of Preferred stock and the final retirement of General Motors Corporation (Motors Holding)'s interest in the Company is hereby approved.

I. CAPITAL REDUCTION & RELATED MATTERS:

RESOLVED, that 883 shares of Preferred stock held by General Motors Corporation (Motors Holding) be called for redemption at \$100.00 per share, for a total of \$88,300.00, which will permit the final Buy-out of General Motors Corporation (Motors Holding's) interest in the Company.

FURTHER RESOLVED, that the Officers hereby are authorized and directed to file in the State of California, if required, all documents and notification necessary by the laws of that state as to this reduction of capital.

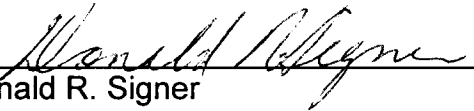
FURTHER RESOLVED, that the Treasurer record the Journal Entries furnished to reflect the changes in the capital structure effective as of September 30, 2000.

II. GENERAL AUTHORITY:

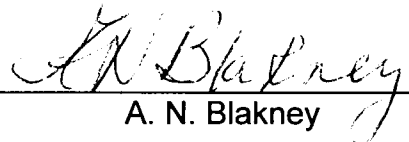
FURTHER RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the proper officers of the Dealer Company are hereby authorized to take all such further actions, and to execute and deliver all such further instruments and documents in the name and on behalf of the Dealer Company and under its corporate seal or otherwise, and to pay all such fees and expenses, which shall in their judgment be necessary, proper or advisable.

This consent may be executed in two or more counterparts each of which shall be deemed an original for all purposes, and together shall constitute one and the same consent.

IN WITNESS WHEREOF, the undersigned have executed this Consent of the Board of Directors on the 2ND day of NOVEMBER, 2000.


Donald R. Signer


R. K. McCants


A. N. Blakney

The undersigned, in their respective capacities as the record holders of all of the Dealer Company's outstanding capital stock and in their respective capacities as parties to agreements which are to be terminated pursuant to the foregoing resolutions, hereby accept and ratify each and every action which the Dealer Company's board of directors has taken by the foregoing consent.

General Motors Corporation
(Motors Holding)


Donald R. Signer

By: 
Assistant Secretary

ACTION BY BOARD OF DIRECTORS & STOCKHOLDERS
BY WRITTEN CONSENT

Pursuant to Article 2, Section 2.11 and Article 4, Section 4.12 of the By-Laws, the undersigned, being the Directors and Stockholders of Don Signer Buick-Cadillac, Inc. (hereinafter "Dealer Company"), a Delaware corporation, do hereby consent to the adoption of the following resolutions:

WHEREAS, the actions taken by the Directors for the purpose accepting the resignations of the Directors is hereby, in all respects approved:

I. RESIGNATION OF DIRECTORS AND RELATED MATTERS:

RESOLVED, that since Motors Holding is no longer a Stockholder in this company, the resignations of R. K. McCants and A. N. Blakney as Directors of this company are hereby accepted and attached hereto.

FURTHER RESOLVED, that the President is hereby directed to advise CSC - The United States Corporation Company, that Motors Holding is no longer a Stockholder in the company.

II. GENERAL AUTHORITY:

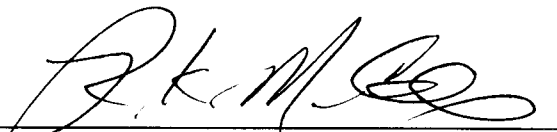
FURTHER RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the proper officers of the Dealer Company are hereby authorized to take all such further actions, and to execute and deliver all such further instruments and documents in the name and on behalf of the Dealer Company and under its corporate seal or otherwise, and to pay all such fees and expenses, which shall in their judgment be necessary, proper or advisable.

This consent may be executed in two or more counterparts each of which shall be deemed an original for all purposes, and together shall constitute one and the same consent.


IN WITNESS WHEREOF, the undersigned have executed this Consent of the Board of Directors on the 2ND day of November, 2000.



Donald R. Signer



R. K. McCants



A. N. Blakney