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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 26 2003

Law Offices
COKER & FEINER
644 Southeast 5th Avenue
Fort Lauderdale, FL 33301-3104

Telephone: (954) 761-3636
Facsimile: (954) 761-1818

Richard G. Coker, Jr., P.A.
Rod A. Feiner

November 10, 2003

Department of State
Division of Corporations
Corporate Filings
409 East Gaines Street
Tallahassee, FL 32399

Re: Stars & Stripes Car Wash, LLC

Dear Sir or Madame:

Enclosed please find Minutes of Special Meeting of the Members of Stars & Stripes Car Wash III, LLC. together with our firm's check in the amount of \$35.00 to cover the cost of filing same.

Thank you for your assistance in this regard.

Very truly yours,

Theresa Schoenborn

Theresa Schoenborn, Legal Assistant to
ROD A. FEINER
For the Firm

/tms
Enc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 18, 2003

THERESA SCHOENBORN, LEGAL ASST.
COKER & FEINER
644 SOUTHEAST 5TH AVENUE
FORT LAUDERDALE, FL 33301-3104

SUBJECT: STARS AND STRIPES CAR WASH, L.L.C.
Ref. Number: L99000007192

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2003 DEC 24 PM 2:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for STARS AND STRIPES CAR WASH, L.L.C. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You need to complete our form

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 703A00062525



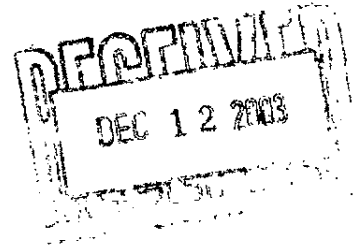
FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 2, 2003

ROD A. FEINER, ESQ.
COKER & FEINER
644 SOUTHEAST 5TH AVENUE
FORT LAUDERDALE, FL 33301-3104

2ND ML



SUBJECT: STARS AND STRIPES CAR WASH, L.L.C.
Ref. Number: L99000007192

We have received your document for STARS AND STRIPES CAR WASH, L.L.C. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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Joey Bryan
Document Specialist

Letter Number: 703A00062525

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2003 DEC 24 PM 2:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Law Offices
COKER & FEINER
1404 South Andrews Avenue
Fort Lauderdale, FL 33316-1840

Telephone: (954) 761-3636
Facsimile: (954) 761-1818

Richard G. Coker, Jr., P.A.
Rod A. Feiner

December 19, 2003

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

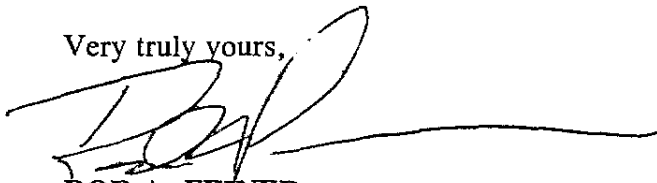
Re: Stars and Stripes Car Wash III, LLC
Reference Number: L99000007192
Letter Number 703A00062525

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2003 DEC 24 PM 2:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Pursuant the instruction contained in your correspondence dated December 2, 2003, a copy enclosed, please find attached Articles of Amendment to Articles of Organization of Stars & Stripes Car Wash III, LLC. Please file the same. If additional information is required, please do not hesitate to contact me.

Very truly yours,



ROD A. FEINER
For the Firm

RAF:yt

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

Stars & Stripes Car Wash III, LLC

(Proactor Name)
(A Florida Limited Liability Company)

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2003 DEC 24 PM 2:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

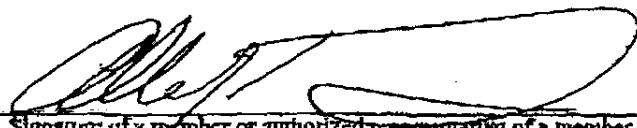
FIRST: The date of filing of the articles of organization was August 3, 2001

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Stars & Stripes Car Wash, Inc., resigns as Managing-Member of Stars & Stripes Car Wash III, LLC

Stars & Stripes III Holdings, Inc. a Florida corporation is appointed and named as the new Managing-Member of Stars & Stripes Car Wash III, LLC

Dated December, 2003



Signature of a member or authorized representative of a member

Allan J. Pomerantz

Typed or printed name of signer

Filing Fee: \$25.00