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P. 001/014

Division of Corporations

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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**LIMITED LIABILITY AMENDMENT**

**EXPREZIT! CONVENIENCE STORES, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	14
Estimated Charge	\$30.00

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY**

1. The name of the limited liability company is EXPREZIT! Convenience Stores, LLC (the "Company").

2. The articles of organization for the Company were filed on September 24, 2002.

3. In accordance with section 608.411, Florida Statutes, the following amendments to and restatement of the articles of organization were adopted by the Company and duly executed by the undersigned authorized representative of a member:

**ARTICLE I - Name**

The name of the Company is EXPREZIT! Convenience Stores, LLC.

**ARTICLE II - Address**

The mailing address and the principal office of the Company is:

6330 Quadrangle Drive  
Chapel Hill, NC 27517

**ARTICLE III - Duration**

The period of duration of the Company shall be perpetual.

**ARTICLE IV - Registered Agent**

The name and street address of the initial registered agent of the Company are:

David E. Hightower  
501 Commendancia Street  
Pensacola, FL 32501

**ARTICLE V- Purpose**

The nature of the Company's business and of the purposes to be conducted and promoted by the Company, is to engage solely in the following activities:

(a) To own 100% of the membership units of (i) EXPREZIT! Convenience Stores 00-North Carolina, LLC, (ii) EXPREZIT! Convenience Stores 99-Florida, LLC, and (iii) EXPREZIT! Convenience Stores 98-Georgia, LLC (collectively referred to hereinafter as the "Subsidiaries").

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(b) To exercise all powers enumerated in the Florida Limited Liability Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

The nature of the Subsidiaries' business and of the purposes to be conducted and promoted by the Subsidiaries, is to engage solely in the following activities:

(a) To acquire certain parcels of real property, together with all improvements located thereon, in the locations set forth on Exhibit A attached hereto (the "Property");

(b) To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property; and

(c) To exercise all powers enumerated in the Florida Limited Liability Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

#### ARTICLE VI - Limitations

The Company shall only incur indebtedness in an amount necessary for the Subsidiaries to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of LaSalle National Bank, a national banking association now known as LaSalle Bank National Association, as Trustee under that certain Loan Pool Pooling & Servicing Agreement dated as of July 7, 1998, LaSalle National Bank, a national banking association now known as LaSalle Bank National Association, as Loan Pool Trustee under that certain Loan Pool Pooling and Servicing Agreement, in trust for the EMAC 1999-1 Loan Pool Certificateholders, dated as of March 26, 1999, or LaSalle Bank National Association, as Loan Pool Trustee under that certain Loan Pool Pooling & Servicing Agreement dated as of February 1, 2000, or their respective successors or assigns (collectively, the "First Mortgages") exists on any portion of the Property, the Company shall not incur, assume or guaranty, and shall not cause the Subsidiaries to incur, assume or guaranty, any other indebtedness.

For so long as any of the First Mortgages exist on any portion of the Property:

(a) the Company shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its beneficial interests to any entity;

(b) the Company shall not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of all of the members of the Company; and

(c) no material amendment to these amended and restated articles of organization or to the Company's operating agreement may be made without first obtaining approval of the mortgagees or mortgagees holding the First Mortgages on any portion of the Property.

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#### ARTICLE VII - Indemnification

Any indemnification of the Company's members shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgages) and such indemnification shall not constitute a claim against the Company in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

#### ARTICLE VIII - Separate Identities

For so long as any of the First Mortgages exist on any portion of the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in these amended and restated articles of organization, the Company shall conduct its affairs in accordance with the following provisions:

(a) It shall allocate fairly and reasonably any overhead for office space shared with any member or Affiliate.

(b) It shall maintain records and books of account separate from those of any member or Affiliate.

(c) It shall observe all limited liability company formalities.

(d) It shall not commingle assets with those of any member or Affiliate.

(e) It shall conduct its own business in its own name.

(f) It shall maintain financial statements separate from any member or Affiliate.

(g) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any member or Affiliate.

(h) It shall not guarantee or become obligated for the debts of any other entity, including any member or Affiliate, or hold out its credit as being available to satisfy the obligations of others.

(i) It shall use stationary, invoices and checks separate from any member or Affiliate.

(j) It shall not pledge its assets for the benefit of any other entity, including any member or Affiliate.

(k) It shall hold itself out as an entity separate from any member or Affiliate.

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For purposes of this Article VIII, the following terms shall have the following meanings:

"Affiliate" means any Person controlling or controlled by or under common control with the Company, including, without limitation: (i) any Person who has a familial relationship, by blood, marriage or otherwise with any partner or employee of the Company, or any affiliate thereof; and (ii) any Person who receives compensation for administrative, legal or accounting services from this Company or any affiliate. For purposes of this definition, "control" when used with respect to any specified Person, means the power to direct the management and policies of such Person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

#### ARTICLE IX - Dissolution/Liquidation

To the extent permissible under applicable federal and state tax law, the vote of a majority-in-interest of the remaining members is sufficient to continue the existence of the Company. If such vote is not obtained, for so long as any of the First Mortgages exist on any portion of the Property, the Company shall not liquidate the Property without first obtaining approval of the mortgagee or mortgagees holding the First Mortgages on any portion of the Property. Such mortgagee or mortgagees may continue to exercise all rights under the existing security agreements or mortgages until the debt underlying the First Mortgages has been paid in full or otherwise completely discharged.

#### ARTICLE X - Voting

When acting on matters subject to the vote of the members, notwithstanding that the Company is not then insolvent, the members and the outside corporate member must take into account the interest of the Company's creditors, as well as those of the members.

#### ARTICLE XI - Continuing Membership of Outside Corporate Member

For so long as any of the First Mortgages exist on any portion of the Property, Janco, Inc., shall remain a member of the Company.

3/18/03  
 Dated

JAN FRIEDERICH  
 JAN FRIEDERICH, authorized  
 representative of a member

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### REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

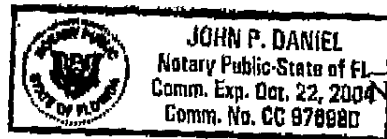
3/18/03  
Dated

  
DAVID E. HIGHTOWER

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing Amended and Restated Articles of Organization were acknowledged before me by Jan Friederich on March 18, 2003. Jan Friederich is personally known to me or presented a current driver's license as identification.

-SEAL-

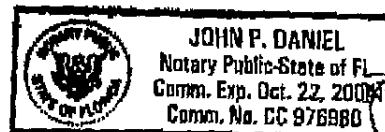


  
NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing Registered Agent Acceptance was acknowledged before me by David E. Hightower on March 18, 2003. David E. Hightower is personally known to me.

-SEAL-



  
NOTARY PUBLIC

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**STORE ADDRESSES AND ID NUMBERS:****1998 POOL**

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	Store Number	GMAC ID Number	Street Address	County
1	918	883680118	Alabama Highway 134 and Rana Drive, Pinckard, AL 36371	Dale
2	919	883680119	990 U.S. Highway 231, Ozark, AL 36360	Dale
3	916	883680116	1826 Old U.S. Highway 84, Ashford, AL 36312	Houston
4	902	883670002	15400 Front Beach Road, Panama City, FL 32413	Bay
5	343	881840343	Highway 82 East & County Road 48, Axson, GA 31624	Atkinson
6	314	881840314	405 Patten Avenue, Ray City, GA 31645	Berrien
7	344	881840344	106 Highway 82, Enigma, GA 31749	Berrien
8	345	881840345	Highway 129 - Main St. & Railroad St., Alapaha, GA 31622	Berrien
9	362	882040362	708 Old Coffee Road, Nashville, GA 31639	Berrien
10	363	882040363	224 Tifton Road, Nashville, GA 31639	Berrien
11	364	882040364	1001 Dogwood Drive, Nashville, GA 31639	Berrien
12	333	881840333	U.S. Highway 84 & Jamestown Road, Argyle, GA 31623	Clinch
13	327	881840327	Highway 94, Berlin, GA 31722	Colquitt
14	331	881840331	200 South Baker St., Ellenton, GA 31747	Colquitt
15	355	881840355	4254 U.S. Highway 319 North, Norman Park, GA 31771	Colquitt
16	315	881840315	1105 South Goodman Street, Sparks, GA 31647	Cook
17	316	881840316	202 North Robinson Street, Lenox, GA 31637	Cook
18	349	881840349	314 South Hutchinson Avenue, Adel, GA 31620	Cook
19	340	881840340	First Street & Highway 41 South, Arabi, GA 31712	Crisp
20	903	883680203	333 South Highland, Arlington, GA 31713	Early
21	325	881840325	Highway 94 East, Statenville, GA 31648	Echols

EXHIBIT "A"

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**STORE ADDRESSES AND ID NUMBERS:**

**1998 POOL**

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	Store Number	GMAC ID Number	Street Address	County
22	310	881840310	305 West Main Street, Lakeland, GA 31635	Lanier
23	328	881840328	314 East Main Street, Lakeland, GA 31635	Lanier
24	320	881840320	Highway 84 East, Stockton, GA 31649	Lanier
25	312	881840312	205 South Church Street, Hahira, GA 31632	Lowndes
26	313	881840313	1408 East Hill Avenue, Valdosta, GA 31601	Lowndes
27	317	881840317	5112 Clyattville-Lake Park Road, Valdosta, GA 31601	Lowndes
28	322	881840322	6855 Berniss Road, Valdosta, GA 31602	Lowndes
29	323	881840323	4946 US 41 South, Lake Park, GA 31636	Lowndes
30	326	881840326	1427 West Hill Avenue, Valdosta, GA 31601	Lowndes
31	335	881840335	126 Lakes Road, Lake Park, GA 31636	Lowndes
32	336	881840336	4357 Berniss Road, Valdosta, GA 31602	Lowndes
33	348	881840348	4952 Berniss Road, Valdosta, GA 31602	Lowndes
34	350	881840350	2814 North Ashley St., Valdosta, GA 31602	Lowndes
35	359	881840359	2490 U.S. 84 West, Valdosta, GA 31602	Lowndes
36	360	881840360	3854 Old US 41 North, Valdosta, GA 31602	Lowndes
37	361	881840361	1505 East Northside Drive, Valdosta, GA 31602	Lowndes
38	356	881840356	110 West Broad St., Sale City, GA 31784	Mitchell
39	329	881840329	9083 Georgia Highway 33, Pavo, GA 31778	Thomas
40	338	881840338	U.S. Highway 319 North & Dillon Road, Thomasville, GA 31792	Thomas
41	357	881840357	232 East Jefferson Street, Boston, GA 31626	Thomas

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	Store Number	GMAC ID Number	Street Address	County
42	332	881840332	4639 US Highway 82 West, Ty Ty, GA 31795	Tift
43	346	881840346	4468 U.S. Highway 319 South, Tifton, GA 31794	Tift
44	358	881840358	1303 U.S. Highway 82 East, Tifton, GA 31794	Tift
45	342	881840342	5 West Ashley Street, Rebecca, GA 31783	Turner
46	339	881840339	106 U.S. Highway 82 Northwest, Poulan, GA 31781	Worth
47	114	882100014	10654 Ramsey Street, Highway 401 North, Linden, NC 28356	Cumberland
48	112	882100012	225 U.S. Highway 1, Vass, NC 28394	Moore
49	102	882100002	2780 NC 20, St. Paul's, NC 28384	Robeson
50	103	882100003	Highway 301 North SR 1723, Parkton, NC 27100	Robeson
51	104	882100004	902 West Broad Street, St. Paul's, NC 28384	Robeson
52	126	Pending	1003 East 4th Avenue, Highway 211, Red Springs, NC 28377	Robeson
53	110	882100010	Highway 701, 1311 SW Blvd, Clinton, NC 28328	Sampson
54	116	882100016	103 North Boulevard, Clinton, NC 28328	Sampson

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**STORE ADDRESSES AND ID NUMBERS:**

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	Store Number	GMAC ID Number	Street Address	County
1	927	Pending	7729 Highway 52 East, Webb, AL 36376	Houston
2	734	882180034	3229 E. Highway 98, Springfield, FL 32401	Bay
3	739	882180039	427 Beverly Parkway, Pensacola, FL 32504	Escambia
4	740	882180040	8720 Pensacola Boulevard, Pensacola, FL 32504	Escambia
5	741	882180041	6140 Mobile Highway, Pensacola, FL 32526	Escambia
6	742	882180042	210 Highway 29, Cantonment, FL 32593	Escambia
7	755	882180055	5048 Bayou Boulevard, Pensacola, FL 32504	Escambia
8	756	882180056	100 South Navy Boulevard, Pensacola, FL 32507	Escambia
9	758	882180058	5995 Mobile Highway, Pensacola, FL 32526	Escambia
10	760	882180060	7815 North Davis Highway, Pensacola, FL 32504	Escambia
11	761	882180061	900 East Cervantes Street, Pensacola, FL 32506	Escambia
12	751	882180051	43 Spooner Road, Quincy, FL 32351	Gadsden
13	717	882180017	1-10 & 81, Ponce de Leon, FL 32455	Holmes
14	702	882180002	2639 Highway 231, Cottondale, FL 32431	Jackson
15	735	882180035	2200 Highway 71, Marianna, FL 32446	Jackson
16	736	882180036	2214 Highway 71, Marianna, FL 32446	Jackson
17	750	882180050	Route 1, Lamont, FL 32336	Jefferson
18	704	882180004	1323 Lewis Turner Boulevard, Wright, FL 32548	Okaloosa
19	706	882180006	201 Highway 98, Destin, FL 32541	Okaloosa
20	707	882180007	1247 North Eglin Parkway, Shalimar, FL 32579	Okaloosa
21	709	882180009	510 Ferdon Boulevard, Crestview, FL 32536	Okaloosa
22	710	882180010	187 John Sims Parkway, Niceville, FL 32578	Okaloosa

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	Store Number	GMAC ID Number	Street Address	County
23	711	882180011	618 Eglin Parkway, Ocean City, FL 32548	Okaloosa
24	712	882180012	3925 South Ferdon Boulevard, Crestview, FL 32539	Okaloosa
25	714	882180014	245 Miracle Strip Parkway, Fort Walton Beach, FL 32548	Okaloosa
26	715	882180015	73 John Sims Parkway, Valparaiso, FL 32580	Okaloosa
27	718	882180018	3051 South Ferdon Boulevard, Crestview, FL 32539	Okaloosa
28	719	882180019	BWB, 4200 East Highway 20, Niceville, FL 32578	Okaloosa
29	721	882180021	BWB, 4580 Highway 20, Niceville, FL 32578	Okaloosa
30	728	882180028	813 N. Ferdon Boulevard, Crestview, FL 32536	Okaloosa
31	729	882180029	168 North Eglin Parkway, Cinco Bayou, FL 32548	Okaloosa
32	743	882180043	4367 Loglake Road, Holt, FL 32564	Okaloosa
33	752	882180052	1198 North Eglin Pkwy, Shalimar, FL 32579	Okaloosa
34	753	882180053	191 Northeast Eglin Pkwy, Cinco Bayou, FL 32548	Okaloosa
35	747	882180047	1004 East Highway 98, Destin, FL 32541	Okaloosa
36	716	882180016	2760 Avalon Boulevard, Avalon Beach, FL 32570	Santa Rosa
37	720	882180020	300 Caroline NE, Milton, FL 32570	Santa Rosa
38	727	882180027	5009 Highway 87, Milton, FL 32570	Santa Rosa
39	748	882180048	2901 Gulf Breeze Parkway, Gulf Breeze, FL 32561	Santa Rosa
40	754	882180054	729 Gulf Breeze Pkwy, Gulf Breeze, FL 32561	Santa Rosa
41	730	882180030	771 W. Nelson, De Funiak Springs, FL 32433	Walton
42	744	882180044	956 Highway 20 East, Freeport, FL 32439	Walton
43	749	882180049	1302 Freeport Road, De Funiak Springs, FL 32433	Walton
44	739	882180039	1231 Jackson Avenue, Chipley, FL 32428	Washington

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	Store Number	GMAC ID Number	Street Address	County
45	213	882920003	1505 Lennoxville Road, Beaufort, NC 28516	Carteret
46	215	882920006	742 Harkers Island Road, Beaufort, NC 28516	Carteret
47	216	882920008	5035 Highway 70, Morehead City, NC 28557	Carteret

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	Store Number	GMAC ID Number	Street Address	County
1	723	883330023	1201 Ohio Avenue, Lynn Haven, FL 32444	Bay
2	737	883330037	5512 East Highway 22, Panama City, FL 32404	Bay
3	746	Pending	550 Highway 19 South, Cross City, FL 32628	Dixie
4	762	Pending	4121 Mobile Highway, Pensacola, FL 32506	Escambia
5	605	883360005	1-10 & Highway 267 S, Quincy, FL 32351	Gadsden
6	604	883360004	1-10 & Highway 81 S, Ponce de Leon, FL 32455	Holmes
7	601	883360001	2206 Highway 71, Marianna, FL 32448	Jackson
8	603	883360003	1342 Highway 69, Grand Ridge, FL 32442	Jackson
9	607	883360007	3106 Main St, Cottondale, FL 32431	Jackson
10	609	883360009	3945 Kynesville Highway, Marianna, FL 32446	Jackson
11	713	883330013	5791 Highway 4, Baker, FL 32531	Okaloosa
12	725	883330025	1921 West Highway 90, Milligan, FL 32537	Okaloosa
13	731	Pending	701 North Beal Parkway, Ft. Walton Beach, FL 32548	Okaloosa
14	732	Pending	2498 Highway 98, Lynn Haven, FL 32566	Okaloosa
15	703	883330003	3831 Highway 4, Jay, FL 32565	Santa Rosa
16	705	883330005	5016 Highway 87 South, Milton, FL 32570	Santa Rosa
17	726	883330026	209 Caroline Street Northeast, Milton, FL 32570	Santa Rosa
18	733	Pending	5012 Highway 90, Milton, FL 32571	Santa Rosa
19	701	883330001	167 State Highway 85 North (Rt 2, Box 172), Laurel Hill, FL 32567	Walton
20	608	883360008	40 Coy Burgess Loop, De Funiak Springs, FL 32433	Walton
21	610	883360010	2359 Freeport Hwy, De Funiak Springs, FL 32433	Walton
22	606	883360006	1699 Main St, Chipley, FL 32428	Washington
23	602	Pending	1428 Blue Lake Road, Chipley, FL 32428	Washington

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**STORE ADDRESSES AND ID NUMBERS:**

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	Store Number	GMAC ID Number	Street Address	County
24	833	883950033	815 Highway 90 East, Taylorsville, NC 28681	Alexander
25	821	883950021	400 Arendell Street, Morehead City, NC 28557	Carteret
26	503	883960503 and 88373503	910 First Avenue, SW, Hickory, NC 28601	Catawba
27	834	883950034	1002 Highway 70 East, New Bern, NC 28560	Craven
28	560	883960560 and 883730560	700 South Main Street, Lexington, NC 27292	Davidson
29	567	883960567 and 883730567	814 Winston Road, Lexington, NC 27292	Davidson
30	809	883950009	2450 Highway 64 East, Lexington, NC 27292	Davidson
31	805	883950005	120 South Linville Road, Kernersville, NC 27284	Forsyth
32	807	883950007	3100 Old Hollow Road, Walkertown, NC 27051	Forsyth
33	816	883950016	4206 Reidsville Road, Winston-Salem, NC 27101	Forsyth
34	820	883950020	305 East Mountain Street, Kernersville, NC 27284	Forsyth
35	823	883950023	4325 Old Rural Hall Road, Winston-Salem, NC 27105	Forsyth
36	824	883950024	4301 Styers Ferry Road, Winston-Salem, NC 27106	Forsyth
37	825	883950025	1400 Heartland Drive, Kernersville, NC 27284	Forsyth
38	831	Pending	5000 Old Walkertown Road, Winston-Salem, NC 27105	Forsyth
39	803	883950003	1102 S. Fayetteville Street, Asheboro, NC 27203	Randolph
40	817	883950017	722 North Highway Street, Madison, NC 27025	Rockingham
41	835	883950035	634 South Main Street, Walnut Cove, NC 27052	Stokes
42	804	883950004	800 West Pine Street, Mount Airy, NC 27030	Surry

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