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Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : BEGGS & LANE
Account Number : I20020000155
Phone : (850) 432-2451
Fax Number : (850) 469-3331
8912-34011

L02-24920

LIMITED LIABILITY AMENDMENT

EXPREZIT! CONVENIENCE STORES NORTH CAROLINA, LLC

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$30.00

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TALLAHASSEE, FLORIDA

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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 North Carolina, 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 00-North Carolina, 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 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

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(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 to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of LaSalle Bank National Association, as Loan Pool Trustee under that certain Loan Pool Pooling & Servicing Agreement dated as of February 1, 2000, or its successors or assigns (collectively, the "First Mortgages") exists on any portion of the Property, the Company shall not 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 mortgagee or mortgagees holding the First Mortgages on any portion of the Property.

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.

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(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.

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

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

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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 member, notwithstanding that the Company is not then insolvent, the 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 of Sole 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's sole member, EXPREZIT! Convenience Stores, LLC.

3/18/03
Dated

Jan Friederich
JAN FRIEDERICH, authorized
representative of a member

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REGISTERED AGENT ACCEPTANCE

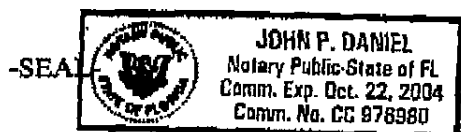
Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in 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
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.



John P. Daniel
NOTARY PUBLIC

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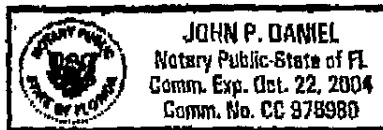
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STATE OF FLORIDA
COUNTY OF ESCAMBLA

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-



[Signature]
NOTARY PUBLIC

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STORE ADDRESSES AND ID NUMBERS:**2000 POOL**

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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

EXHIBIT "A"

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STORE ADDRESSES AND ID NUMBERS:**2000 POOL**

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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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