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TALLAHASSEE, FLORIDA

LIMITED LIABILITY AMENDMENT

EXPREZIT! CONVENIENCE STORES FLORIDA, LLC

Certificate of Status	1
Certified Copy	0
Page Count	09
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 Florida, 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:

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ARTICLE I - Name

The name of the Company is EXPREZIT! Convenience Stores 99-Florida, 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 Commendencia 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

(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.

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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 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 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.

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

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(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.

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"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 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.

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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, authorized representative of a member

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

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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-

JOHN P. DANIEL
Notary Public-State of FL
Comm. Exp. Oct. 22, 2004
Comm. No. CC 976980

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-

JOHN P. DANIEL
Notary Public-State of FL
Comm. Exp. Oct. 22, 2004
Comm. No. CC 976980

NOTARY PUBLIC

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TALLAHASSEE FLORIDA

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STORE ADDRESSES AND ID NUMBERS:
1999 POOL

	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 32533	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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EXHIBIT "A"

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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	759	882180059	1251 Jackson Avenue, Chipley, FL 32428	Washington

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STORE ADDRESSES AND ID NUMBERS:
1999 POOL

	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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