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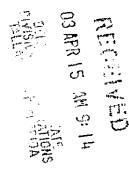
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CORPORATION NAME(S) & DOCUME	ENT NUMBER(S), (if known):
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2. (Corporation Name)	(Document #)
3(Corporation Name)	(Document #)
4. (Corporation Name)	(Document #)
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NEW FILINGS Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger
OTHER FILINGS	REGISTRATION/QUALIFICATION
Annual Report Fictitious Name	Foreign Limited Partnership Reinstatement Trademark Other
	Examiner's Initials

CR2E031(7/97)

CERTIFICATE OF AMENDMENT

TO

ARTICLES OF ORGANIZATION

OF

HOTWHEELS AUTOMOTIVE GROUP, LLC

a Florida Limited Liability Company

Pursuant to the provisions of section 608.411(2), Florida Statutes, this Limited Liability Company adopts the following Articles of Amendments to its Articles of Organization:

FIRST: The date of the filing of the Articles of Organization was January 22, 2003.

SECOND: Article 7 of the Articles of Organization of HOTWHEELS AUTOMOTIVE GROU

LLC states Management as:

Operating Manager: Robert Keller
Vice Operating Manager: Dani Keller
Secretary: Robert Keller

Treasurer: Robert Keller

THIRD: Article 7 of the Articles of Organization of HOTWHEELS AUTOMOTIVE GROUP,

LLC shall be amended to state Management as:

Operating Manager: Robert Keller
Vice Operating Manager: William F. Cook

Secretary: Robert Keller Treasurer: Robert Keller

whose addresses shall be the same as the principal address of the Company.



www.amerilawyer[®].com 1840 Coral Way, 4th Floor, Miami, FL 33145 - (305) 854-6000 - (800) 603-3900 - Facsimile (305) 857-3700 Mailing Address - Post Office Box 450605, Miami, FL 33245-0605 FOURTH:

The date of the adoption of this amendment is the 9 April 2003.

FIFTH:

The amendment was adopted by the limited liability company.

SIXTH:

This amendment shall be effective upon the filing with the Secretary of State of

Florida.

Signed this 9 April 2003.

Signature of a Member or Authorized

Representative of a Member

Robert Keller

TALLAHASSEFF TATE

