

Division of Corporations

LO3 000020200

Florida Department of State
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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT

NORTH STAR MOTORS, LLC

Certificate of Status	0
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Estimated Charge	\$25.00

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DIVISION OF CORPORATION

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[Signature]
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NORTH STAR MOTORS, LLC

Document No. L03000020200

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization, which amend and restate the original Articles of Organization of the limited liability company, which were filed on June 4, 2003:

ARTICLE I. NAME

The name of the limited liability company is NORTH STAR MOTORS, LLC (the "Company").

ARTICLE II. ADDRESSES

The mailing address and the street address of the principal office of the Company are the following: 4912 Sumner Creek Drive, Jacksonville, Florida 32258.

ARTICLE III. DURATION AND CONTINUATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the unanimous written agreement of all Members.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The Company designates 4912 Sumner Creek Drive, Jacksonville, Florida 32258, as the street address of the initial registered office of the Company and names Sergey Balabayev as the Company's registered agent at that address to accept service of process within this state.

ARTICLE V. MANAGEMENT

The business operations of the Company shall be conducted, carried on, and managed by a Manager, who shall be elected annually by the Members of the Company

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in the manner prescribed by and provided in the Operating Agreement of the Company.
The name and address of the initial Manager are as follows:

Sergey Balabayev
4912 Sumner Creek Drive
Jacksonville, Florida 32258

Each Manager shall serve in such capacity until the next annual meeting of the Members or until his successor is duly elected and qualified.

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VII. MEMBERS' RIGHTS TO CONTINUE BUSINESS

The Members shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned Member has hereunto set his hand and seal this 1st day of June, 2004.


SERGEY BALABAYEV, Sole Member

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Registered Agent

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