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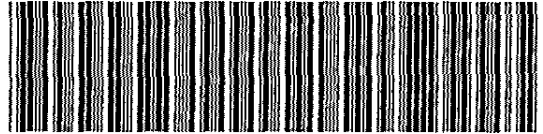
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TALLAHASSEE, FLORIDA

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- 2 BOARD CERTIFIED ELDER LAW ATTORNEY
- 3 BOARD CERTIFIED CITY, COUNTY AND LOCAL GOVERNMENT ATTORNEY
- 4 ALSO ADMITTED TO PRACTICE IN TENNESSEE
- 5 BOARD CERTIFIED TAX ATTORNEY

August 11, 2004

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amendment to Articles of Organization for Michael Holley Properties, LLC ("LLC")

To whom it may concern:

Enclosed is the executed original and one (1) copy of the Amendment to Articles of Incorporation of Michael Holley Properties, LLC, changing the managing member of the LLC to Holley Automotive Enterprises, LLC, a Florida limited liability company (the "Amendment"). Also enclosed is the firm's check number 20544 in the amount of \$25.00 for the filing fee. Please approve the Amendment, file the original, and return verification of filing to my office.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to contact me.

Sincerely,

Timothy F. Campbell
Timothy F. Campbell

Enclosures

xc: Client

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TALLAHASSEE, FLORIDA

**AMENDMENT TO
ARTICLES OF ORGANIZATION OF
MICHAEL HOLLEY PROPERTIES, LLC,
a Florida Limited Liability Company**

Pursuant to the provisions of section 608.411, Florida Statutes, this Florida Limited Liability Company adopts the following articles of amendment to its Articles of Organization:

- FIRST:** The date of filing the Articles of Organization was July 3, 2003
- SECOND:** Article V of the Articles of Organization is amended and restated as follows:

"ARTICLE V

The name and address of managing members/managers are:

Title: MGMR
Holley Automotive Enterprises, LLC
1025 U.S. Highway 98 South
Lakeland, Florida 33801 U.S."

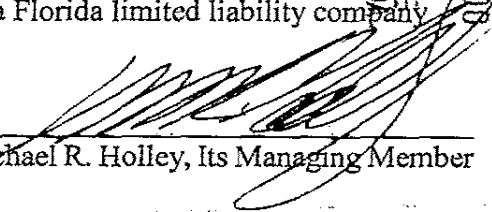
THIRD: This amendment was adopted by the Members in accordance with applicable Florida Statutes.

FOURTH: This amendment shall be effective as of the date it is accepted for filing by the Secretary of the State.

Dated July 29, 2004.

MANAGING MEMBER:

HOLLEY AUTOMOTIVE ENTERPRISES, LLC., a Florida limited liability company

By: 
Michael R. Holley, Its Managing Member

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