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LIMITED LIABILITY AMENDMENT

MAZDA OF WESLEY CHAPEL, LLC

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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF MAZDA OF WESLEY CHAPEL, LLC

The undersigned, as Organizer of MAZDA OF WESLEY CHAPEL, LLC, does hereby certify that the Amendment provided for herein was adopted by the Organizer on the 151 day of July, 2004.

1. Amendment Adopted:

(a) Article i of the Articles of Organization is hereby amended to read as follows:

"ARTICLE I - Name and Address

The name of this company is S & D AUTO RESOURCES, LLC."

2. All other provisions of the Articles of Organization remain the same as originally filed.

The undersigned has executed these Articles of Amendment to the Articles of Organization on the 1st day of July, 2004.

Michael G. Little, Incorporator

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Prepared by: Michael G. Little, Esquire 911 Chestnut Street Clearwater, Florida 33756 (727) 481-1818 FL Bar No. 881677