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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF CITY AUTO CREDIT, LLC

FIRST:

The original Articles of Organization were filed on September 25, 2006 and

assigned document number L06000093906.

SECOND:

The following amendments to the Articles of Organization were adopted by the

Limited Liability Company.

ARTICLE V

The names and addresses of the managing members/managers are:

Title:

"MGRM" = Managing Member

Name and Address

WERNER, CURTIS G.

9741 SOUTH ORANGE BLOSSOM TRAIL # 8

ORLANDO FL 32837 US

ARTICLE V

The following Withdrawing Member has transferred its entire membership interest in City Auto Credit, LLC, to Wemer Automotive Credit, LLC, and hereby releases any and all interest said Member has in his capital contributions and membership interests as set forth in Article V of the Articles of Organization of the Limited Liability Company.

DARREN E. OWEN 9741 SOUTH ORANGE BLOSSOM TRAIL # 8 ORLANDO FL 32837 US

Effective: April 22, 2010

REMAINING MEMBERS:

WERNER AUTOMOTIVE CREDIT, LLC, a Georgia limited liability company

By: Curtis G. Werner, Sole Member

WITHORAWING MEMBER:

//a/. ((.

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