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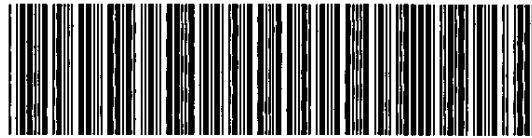
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TALLAHASSEE, FLORIDA

Knaust & Associates, P.A.

Attorneys and Counselors at Law

2167 Fifth Ave. North
St. Petersburg, Florida 33713

Warren J. Knaust
Also Admitted in Massachusetts

Tel: (727) 327-3273
Fax: (727) 328-1401
Lawyers@tampabay.rr.com

September 27, 2007

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment BRUCE'S CAR SHACK, LLC

Gentlemen:

Enclosed please find the original Articles of Amendment to the Articles of Organization of Bruce's Car Shack, LLC, changing the name of the company to Whitney Finance, LLC, and changing the address of the principal office of the company, together with a check in the amount of \$25.00 your require fee

Very truly yours,

Warren J. Knaust

WJK/nc
Enc.

cc: client

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Organization for BRUCE'S CAR SHACK, LLC, a Florida limited liability company, filed with the office of the Florida Secretary of State on August 20, 2007, be and they hereby are amended in the following particulars:

Article I be and it hereby is amended to read as follows: "The name of the Limited Liability Company is WHITNEY FINANCE, LLC."

Article II be and it hereby is amended to read as follows: "The street address of the principal office of the Limited Liability Company is 8845 Ulmerton Road, Largo, Florida 33771."

2. The foregoing amendments were adopted by all of the Manager/Members of the company on September 27, 2007.

IN WITNESS WHEREOF, the undersigned sole Manager Member of this company has executed these Articles of amendment this 27th day of September 2007.

BRUCE'S CAR SHACK, LLC, a Florida limited liability company

By Bruce A. Ray
Bruce A. Ray, Sole Manager Member

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27th day of September, 2007 by Bruce A. Ray, as Sole Manager Member of BRUCE'S CAR SHACK, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me and did take an oath.

NOTARY PUBLIC

Sign: _____

Print: _____

State of Florida at Large (Seal)
My Commission Expires:



WARREN J. KNAUST
MY COMMISSION # DD 715471
EXPIRES: September 17, 2011
Bonded Thru Budget Notary Services

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TALLAHASSEE, FLORIDA

**WRITTEN CONSENT OF THE MEMBERS
OF BRUCE'S CAR SHACK, LLC,
TO AMENDMENT OF ARTICLES OF ORGANIZATION**

The undersigned, being all of the Members and Managers of BRUCE'S CAR SHACK, LLC, a Florida limited liability company, do unanimously consent that the Articles of Organization of the company filed with the office of the Florida Secretary of State on August 20, 2007, be amended in the following respects:

1. That the Articles of Organization of the company be amended to provide that the name of the company shall be WHITNEY FINANCE, LLC.
2. That the Articles of Organization of the company be amended to provide that the principal address of the company shall be 8845 Ulmerton Road, Largo, Florida 33771.
3. That the managing member of the company, BRUCE A. RAY, be authorized and directed to execute Articles of Amendment of the Articles of Organization and to have said instrument filed in the office of the Secretary of State in Tallahassee, Florida.
4. That the sole managing member of the company, BRUCE A. RAY, is authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing.

Dated: September 27, 2007



BRUCE A. RAY
Sole Manager/Member

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