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Division of Corporations

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MERCEDES-BENZ OF GAINESVILLE, LLC

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OCT 25 2010

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P. 02/03

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**ARTICLES OF AMENDMENT OF
THE ARTICLES OF ORGANIZATION
OF
MERCEDES-BENZ OF GAINESVILLE, LLC**

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A. The name of the limited liability company is Mercedes-Benz of Gainesville, LLC (the "Company").

B. The Articles of Organization of the Company were filed with the Florida Secretary of State on October 7, 2010 and assigned document number L10000105364.

C. Article II of the Articles of Organization is amended in its entirety to read as follows:

"ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of the Company is 4000 North Main Street, Gainesville, Florida 32609 and the mailing address of the Company is 701 Riverside Park Place, Suite 310, Jacksonville, FL 32204."

D. Article IV of the Articles of Organization is amended in its entirety to read as follows:

"ARTICLE IV - MANAGEMENT

The Company shall be managed by Officers who will be appointed by the Members. The initial officers of the Company, who shall hold office until their successors are elected by the Members, are as follows:

President / Chief Operating Officer	Adam Rohlman
Vice President	Alexander M. Graham
Vice President	Hampton H. Graham
Vice President	David D. Hodges, Jr
Vice President / Secretary/ Treasurer	Jeffery S. Curry

E. There are no other amendments to the Articles of Organization, except as stated above.

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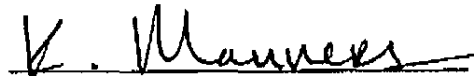
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IN WITNESS WHEREOF, Mercedes-Benz of Gainesville, LLC has caused these Articles of Amendment of the Articles of Organization to be signed in its name by its Authorized Representative this 22nd day of October, 2010.



Kateena E. Manners
Authorized Representative

00728207

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