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Division of Corporations

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L10000105367

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U.S. AUTO CREDIT PURCHASING CENTER, LLC

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**ARTICLES OF AMENDMENT OF
THE ARTICLES OF ORGANIZATION
OF
U.S. AUTO CREDIT PURCHASING, LLC**

A. The name of the limited liability company is U.S. Auto Credit Purchasing, 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 L10000105367.

C. 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:

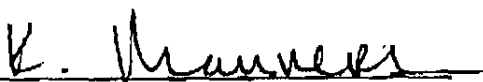
President / Chief Operating Officer	R. Glynn Wimberly
Executive Vice President of Operations	Russell T. Lane
Vice President	Brian Lynskey
Secretary/ Treasurer	Jeffery S. Curry

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

IN WITNESS WHEREOF, U.S. Auto Credit Purchasing, 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

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