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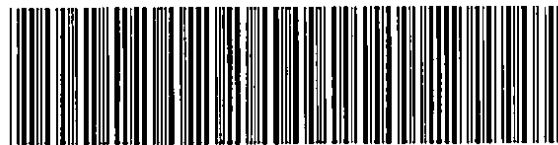
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AMENDMENT

2019 JAN 17 P 8:23
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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1. H2 ST. AUGUSTINE MOTORS, LLC

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

AMARTORGcdt
H2SAMAMARTSskd

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
H2 ST. AUGUSTINE MOTORS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 605.0202, Florida Statutes, as amended, the undersigned limited liability company, H2 St. Augustine Motors, LLC, adopts the following Amended and Restated Articles of Organization. This Company's Articles of Organization were filed on December 27, 2018, to be effective January 1, 2019; Document Number L18000292336.

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ST. AUGUSTINE, FLORIDA

ARTICLE I - NAME

The name of this limited liability company shall remain:

H2 St. Augustine Motors, LLC

(hereinafter referred to as the "Company")

ARTICLE II -PRINCIPAL OFFICE

The principal place of business of the Company is:

2250 U.S. Highway 1 South
St. Augustine, Florida 32086

The mailing address of the Company is:

7200 Blanding Boulevard
Jacksonville, Florida 32244

ARTICLE III - DURATION

This Company commenced its corporate existence on January 1, 2019. This Company shall exist perpetually.

ARTICLE IV - PURPOSE

This limited liability company is organized for the following purposes:

(a) The retail and wholesale sales, service, leasing, parts and repair of new and used motor vehicles; and

(b) The transaction of any and all other lawful businesses for which limited liability companies may be organized, including but not limited to those powers enumerated in Section 605.0109, Florida Statutes, as amended, and the doing of all lawful things related thereto.

ARTICLE V - MANAGEMENT

This Company is a **Manager-managed** Company and is managed by five (5) Managers. The number of Managers may be increased or decreased by the Members from time to time, but shall never be less than one (1). Any and all powers and duties conferred or imposed upon the Manager(s), in addition to those contained in

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Chapter 605, Florida Statutes, as amended, shall be pursuant to the provisions of the Operating Agreement of the Company or pursuant to a duly adopted resolution of the Members. The names and addresses of the Managers are:

Manager: Jack Y. Hanania
7200 Blanding Boulevard
Jacksonville, Florida 32244

Manager: Jack H. Hanania
7200 Blanding Boulevard
Jacksonville, Florida 32244

Manager: Mark H. Hanania
7200 Blanding Boulevard
Jacksonville, Florida 32244

Manager: Samuel R. Odom, Jr.
7200 Blanding Boulevard
Jacksonville, Florida 32244

Manager: Joe J. Hassan
7200 Blanding Boulevard
Jacksonville, Florida 32244

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ARTICLE VI -REGISTERED AGENT AND OFFICE

The name of the registered agent and the street address of the registered agent of this Company is:

Jack Y. Hanania
7200 Blanding Boulevard
Jacksonville, Florida 32244

ARTICLE VII - RESTRAINT ON TRANSFER

The Members may, by agreement, impose any reasonable restraint on the sale, conveyance, gifting, transfer, encumbrance or alienation of Membership Interests.

ARTICLE VIII - AMENDMENT

The Members reserve the right to alter, amend or repeal any provisions contained in these Articles of Organization, or to adopt new provisions, and the method for same shall be contained in the Operating Agreement of the Company.

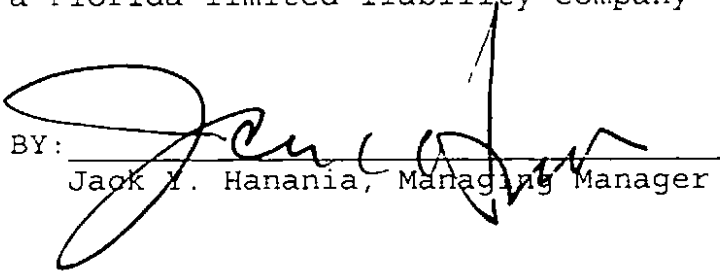
These Amended and Restated Articles of Organization were adopted and approved by a unanimous vote of the Members of the Company on January 16, 2019. These Amended and Restated Articles of Organization were adopted and approved by a unanimous vote of the Managers of the Company on January 16, 2019. These votes were a sufficient number to approve these Amended and Restated Articles of Organization. Pursuant to Article VIII of the prior, original Articles of Organization, filed with the Florida Secretary of State, no other or further votes or approvals were necessary.

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TALLAHASSEE FL 32301

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IN WITNESS WHEREOF, the undersigned authorized Manager has executed these Amended and Restated Articles of Organization on behalf of the Company and in his capacity as Managing Manager on this 16th day of January, 2019.

H2 St. Augustine Motors, LLC,
a Florida limited liability company

BY: 
Jack L. Hanania, Managing Manager

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CLERK OF COURT
HALLAMASSEE COUNTY

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT
FOR LIMITED LIABILITY COMPANY**

Pursuant to Section 605.0113, Florida Statutes, the
following is submitted:

H2 St. Augustine Motors, LLC

with its principal office as indicated in the attached Amended
and Restated Articles of Organization in the State of Florida,
has named as its Agent to accept service of process within this
State:

Jack Y. Hanania
7200 Blanding Boulevard
Jacksonville, Florida 32244

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of
process for the above stated limited liability company, at the
place designated in this Certificate, I hereby acknowledge that
I am familiar with said laws of the State of Florida, and I
hereby agree to act in this capacity, and I agree to comply with
the provisions of said laws.


Jack Y. Hanania
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