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April 9, 1999

Corporate Records Bureau

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32301

RE: WALTERS FLORIDA INVESTMENTS, L.C.

Dear Sir:

Enclosed herewith please find two copies of the Amendment to Articles of Organization for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$87.50 to cover filing fees, etc.

Very truly yours,



ALAN F. GONZALEZ

AFG:et

Enclosures

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DIVISION OF CORPORATIONS  
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FF \$52.50  
CP 35.00

**AMENDMENT TO ARTICLES OF ORGANIZATION**  
**OF**  
**WALTERS FLORIDA INVESTMENTS, L.C.**

We, the undersigned, being all of the members of WALTERS FLORIDA INVESTMENTS, L.C., a Florida limited liability company, which was originally filed in the State of Florida on January 23, 1996, hereby certifies that the following Amendment to the Articles of Organization of said company was unanimously adopted by the members of the Company by written unanimous written consent dated March \_\_, 1999, to wit:

Article X of the Articles of Organization of WALTERS FLORIDA INVESTMENTS, L.C. is hereby amended as follows:


**ARTICLE X - CLASS OF MEMBERS**

...The members of the Company shall be:


<u>Active, Voting members:</u> <u>Name:</u>	<u>Type of</u> <u>Member</u>	<u>Ownership percentage</u>	<u>Cash or Property</u> <u>Contributed</u>
FLOYD D. WALTERS	Active	50%	See Schedule "A" attached
42ND STREET AUTO SALVAGE, INC.	Active	2%	See Schedule "A" attached
<u>Passive, Non-Voting members:</u>			
FLOYD D. WALTERS	Passive	48%	See Schedule "A" attached

In all other respects, the Articles of Organization for WALTERS FLORIDA INVESTMENTS, L.C., shall remain in effect notwithstanding this amendment.

IN WITNESS WHEREOF, we hereby set our hands and seals this \_\_\_\_ day of March, 1999.

  
FLOYD D. WALTERS,  
Managing Member

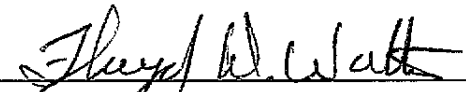
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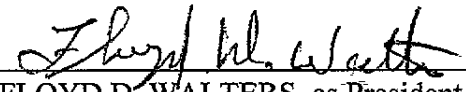
  
\_\_\_\_\_  
FLOYD D. WALTERS, as President of  
42ND STREET AUTO SALVAGE, INC.  
**Managing Member**

**MEMBERS WRITTEN CONSENT TO**  
**AMENDMENT OF ARTICLES OF ORGANIZATION**

The undersigned, being all of the managing members of WALTERS FLORIDA INVESTMENTS, L.C., entitled to vote, hereby consent to, authorize, and adopt the foregoing attached amendment to the Articles of Organization, Article X - Class of Members.

IN WITNESS WHEREOF, we hereby set our hands and seals this 29 day of March, 1999.

  
\_\_\_\_\_  
FLOYD D. WALTERS  
Managing Member

  
\_\_\_\_\_  
FLOYD D. WALTERS, as President of  
42ND STREET AUTO SALVAGE, INC.  
Managing Member

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 29 day of March, 1999, by FLOYD D. WALTERS, individually and as President of 42ND STREET AUTO SALVAGE, INC., who is personally known to me or who produced a driver's license as identification.



  
\_\_\_\_\_  
Notary Public  
Commission No. & Expires (Seal)

SCHEDULE "A"

CASH OR PROPERTY CONTRIBUTED

½ Interest in real property located at 3450 Highway 17 No., Bartow, FL 33830  
Fair Market Value estimated at time of transfer (2/12/96) \$100,000.00

Full interest in real property located at 5440 Ocean Drive, Rivera Beach FL 33410  
Fair Market Value estimated at time of transfer (2/12/96) \$75,000.00

Full interest in real property located at 1201 42nd Street N.W., Winter Haven, FL 33881  
Fair Market Value estimated at time of transfer (2/12/96) \$250,000.00

\$1,000.00 cash contributed by 42nd Street Auto Salvage, Inc. (Successor corporation to 42nd  
Street Wholesalers, Inc.)

Total cash and real property contributed as of 2/12/96 \$376,000.00