

L97000000686

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February 19, 1998

Secretary of State
ATTN: Division of Corporations
REGISTRATION SECTION
409 East Gaines Street
Tallahassee, FL 32399

RE: **FILING AMENDMENT TO ARTICLES OF ORGANIZATION and
AFFIDAVIT OF AMENDMENT**
FILE NO: 3919

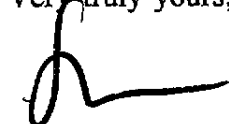
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Dear Sirs:

Enclosed, you will find the original and one copy of the Amendment to Articles of Organization for Greater Bay Auto Auction, L.C. together with the Affidavit of Amendment to be filed. I've also attached your fee for same in the amount of \$302.50.

Thank you for your assistance.

Very truly yours,



MARIA ROPP
Legal Assistant

Name	
Availability	mlr
Document	ENCLOSURES
Examiner	DCC
Reporter	DCC
Verifier	DCC
Notary	DCC
Notary Verifier	DCC

FILED
98 FEB 25 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L97000000686

**CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION OF
GREATER BAY AUTO AUCTION, L.C.**

We, the undersigned, representing all of the members of Greater Bay Auto Auction, L.C., pursuant to Section 608.411, Florida Statutes, hereby submit for filing to the Department of State of Florida this Certificate of Amendment to the Articles of Organization for Greater Bay Auto Auction, L.C., and state:

1. The name of the Limited Liability Company is Greater Bay Auto Auction, L.C.
2. The Articles of Organization of Greater Bay Auto Auction, L.C., were filed on June 23, 1997, with the Department of State of Florida.
3. The Articles of Organization of Greater Bay Auto Auction, L.C., were originally amended on September 5, 1997, and the Affidavit of Amendment was filed on September 22, 1997.
4. The Articles of Organization of Greater Bay Auto Auction, L.C., are hereby amended further as follows:

**ARTICLE V
CONTRIBUTION OF CAPITAL**

The initial capital of this Limited Liability Company shall consist of cash in the amount of \$1,000,000.00. The capital will be contributed by the members in the following proportions:

Barbara Garner	\$950,000.00
The Iskey Trust	\$ 50,000.00

No member shall be entitled to receive interest on his or her contribution to capital.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF each of the members of Greater Bay Auto Auction, L.C.,

has executed these Articles of Organization on the date as set forth below.

Barbara Garner
Barbara Garner

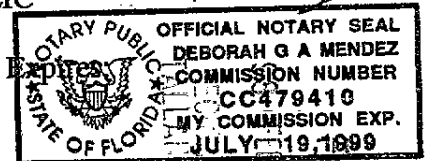
STATE OF FLORIDA
COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, on this 16th day of February, 1998, personally appeared Barbara Garner, to me well known to be the person described and who executed the foregoing Certificate of Amendment, for the purposes stated therein, and that they acknowledged to me that they executed the same freely and voluntarily.

THE FOREGOING instrument was acknowledged before me this 16th day of February, 1998, who is personally known to me or who has produced a Driver's License as identification.

Deborah A. Menendez
NOTARY PUBLIC

My Commission Expires:



The Iskey Trust

By:

Barbara Garner
Barbara Garner, Trustee

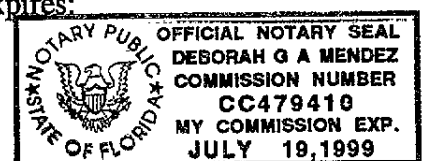
STATE OF FLORIDA
COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, on this 16th day of February, 1998, personally appeared Barbara Garner, as Trustee of the Iskey Trust, to me well known to be the person described and who executed the foregoing Certificate of Amendment, for the purposes stated therein, and that they acknowledged to me that they executed the same freely and voluntarily.

THE FOREGOING instrument was acknowledged before me this 16th day of February, 1998, who is personally known to me or who has produced a Driver's License as identification.

Deborah A. Menendez
NOTARY PUBLIC

My Commission Expires:



AFFIDAVIT OF AMENDMENT TO GREATER BAY AUTO AUCTION, L.C.
PURSUANT TO CHAPTER 608 FLORIDA STATUTES

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Barbara Garner, who, being duly sworn and deposed states as follows:

1. That the Affiant is a member of Greater Bay Auto Auction, L.C., and she is familiar with the facts contained herein and is authorized to make this affidavit on its behalf.

2. Greater Bay Auto Auction, L.C. has at least two (2) members, all of whom are listed in the Articles of Organization, to wit:

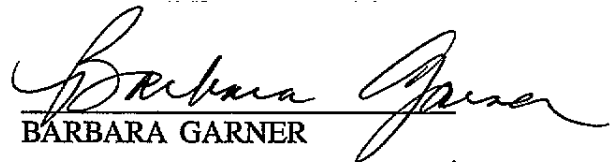
Barbara Garner
The Iskey Trust

3. The members of Greater Bay Auto Auction, L.C., have contributed cash to Greater Bay Auto Auction, L.C., and no other property, as set forth below:

Barbara Garner	\$950,000.00
The Iskey Trust	\$ 50,000.00

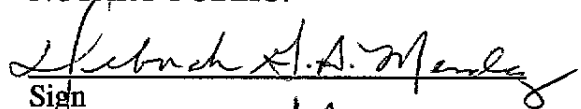
FURTHER AFFIANT SAYETH NOT.

By:


BARBARA GARNER

The foregoing instrument was sworn to and subscribed before me this 16th day of February, 1998, by Barbara Garner. She is personally known to me or has produced a Driver's License as identification and did take an oath.

NOTARY PUBLIC:

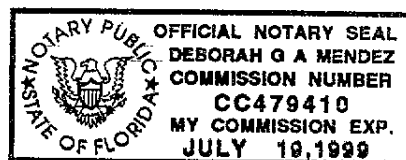

Sign

DEBORAH A. MENDEZ
Print

Print

State of Florida at Large (Seal)

My Commission Expires:



FILED
98 FEB 25 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA