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LIMITED LIABILITY AMENDMENT

U. S. AUTO CARE, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$55.00

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

**U.S. AUTO CARE, L.L.C.
(A Florida Limited Liability Company)**

The date of filing of the articles of organization was June 14, 1999.

The following amendments to the Articles of Organization were adopted by the Limited Liability Company:

1. **Article IV**, of the Articles of Organization of the Company shall be hereby amended to reflect that the limited liability company is to be managed by two (2) Managers. The names and addresses of the persons who shall serve as Manager the company is as follows:

Geoffrey A. Frazier
101 Chardin Drive
Nokomis, FL 34275

Rick St. George
101 Chardin Drive
Nokomis, FL 34275

2. **Article V**, of the Articles of Organization of the Company shall be hereby amended as follows:

Members shall have the right to admit new Members by majority consent. Contributions required of new Members shall be determined as of the time of admission to the limited liability company.

A Member's interest in the limited liability company may not be sold or otherwise transferred, except with majority written consent of all the Members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or of the occurrence of any other event that terminates the continued membership of a Member in the limited liability company, the remaining Members shall have the right to continue the business on majority consent of the remaining Members.

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TALLAHASSEE, FLORIDA

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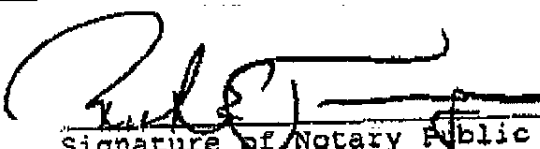
The undersigned being a Member and Chief Financial Manager of the limited liability Company certifies that this instrument constitutes the Amended Articles of Organization of U.S. Auto Care, L.L.C., executed by the undersigned on 12/16, 1999.



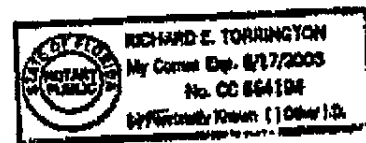
GEOFFREY A. FRAZIER

STATE OF FLORIDA
COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me this 16 day of December, 1999 by GEOFFREY A. FRAZIER, as a Member on behalf of U.S. Auto Care, L.L.C. a limited liability company who is (Notary choose one) [X] personally known to me, or [] who has produced _____ as identification.



Signature of Notary Public
Printed name of Notary Public
My Commission expires:



Dated 12/16/99, 1999.

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