



FEB 11 2011

FILE NO. L-1528190-1

ARTICLES OF AMENDMENT
OF
MEINEKE GLENDALE LLC

1. The name of the Limited Liability Company is MEINEKE GLENDALE, LLC.
2. The Articles of Organization were originally filed with the Arizona Corporation Commission on May 22, 2009.
3. Attached hereto as Exhibit A is the text of the amendment.

Dated this 11th day of February, 2011.

MEINEKE GLENDALE, LLC, an Arizona Limited Liability Company

X Kyle Eng
By: Kyle Eng, Member

Exhibit A

AMENDMENTS

Article II of the Articles of Organization of MEINEKE GLENDALE LLC is hereby amended by replacing the current Article II with the following:

ARTICLE II

The address of the Company's registered office is the following:

16155 N. 83rd Avenue
Suite 205
Peoria, Arizona 85382

Article III of the Articles of Organization of MEINEKE GLENDALE LLC is hereby amended by replacing the current Article III with the following:

ARTICLE III

F & H Service LLC, an Arizona limited liability company, 9401 W. Thunderbird Road, Suite 145, Peoria, Arizona 85381 (Attention: Cory D. Farley, Esq.), is hereby appointed the initial statutory agent for the Company for the State of Arizona.

Article V of the Articles of Organization of MEINEKE GLENDALE LLC is hereby amended by replacing the current Article V with the following:

ARTICLE V

Management of the Company is reserved to the members. The names and addresses of each person who is a member is as follows:

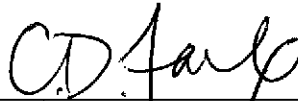
Eng Automotive Group LLC
16155 N. 83rd Ave
Suite 205
Peoria, Arizona 85381

**CONSENT OF STATUTORY AGENT
OF
MEINEKE GLENDALE LLC**

The undersigned, having been named in the Articles of Organization of MEINEKE GLENDALE LLC, a limited liability company, as its statutory agent for the State of Arizona, hereby consents to act in that capacity until removal or resignation as submitted in accordance with the Arizona Revised Statutes.

DATED this 11th day of February, 2011.

F & H SERVICE LLC



Cory D. Farley, Esq., Authorized Representative
9401 W. Thunderbird Road, Suite 145
Peoria, Arizona 85381
Phone (623) 776-1500
Fax (623) 776-1530