

AMENDMENTS TO THE ARTICLES**OF****PROGRESSIVE MOTORSPORTS, L.L.C.****An Alabama Limited Liability Company**

Comes now, the members of Progressive Motorsports, L.L.C., Donald F. Peace, Bruce W. Morrison and Vera Pease and in compliance with and under the guidelines of Progressive Motorsports, L.L.C., do hereby amend the Original Operating Agreement of Progressive Motorsports, L.L.C., which is filed as of record with the Secretary of State, of the State of Alabama, on the first day of August, 1996, and;

Whereas, the Member or Holder, Bruce W. Morrison has given written notice to the remaining Members or Holders, Donald F. Peace and Vera Peace, of his intentions to withdraw as a Member of the above Company and has complied with any and all guidelines regarding said withdrawal as qualified by said Limited Liability Corporation, and;

Whereas, it is agreed between the Members or Holders of said Limited Liability Corporation that the Member or Holder, Bruce W. Morrison, has received all distributions to which he is entitled to under the guidelines of said Limited Liability Corporation, and;

Whereas, it is agreed upon that Bruce W. Morrison has received the fair market value as to any and all distributions he had obtained under the Articles of said Limited Liability Corporation and is satisfied with said distribution and holds harmless any and all remaining Members or Holders of said Limited Liability Corporation, and;

Whereas, it is agreed upon between the Members or Holders of said Limited Liability Corporation that said withdrawal of Bruce W. Morrison has failed to cause any damages to said Company and further said Company agrees to waive any and all set-offs or Causes of Action which they may have against Bruce W. Morrison, his heirs or assigns regarding this withdrawal from said Company, and;

Therefore, it is agreed upon by the Members or Holders of said Company, Donald F. Peace, Bruce W. Morrison, and Vera Peace, that Bruce W. Morrison be allowed to resign and/or withdraw any interest he has in Progressive Motorsports, L.L.C.

06/06/1997-17844
12:28 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 SNA 15.00

Done this 6th day of June, 1997.

Jerry L. Sanderson
WITNESS

MEMBERS:

Donald F. Peace
DONALD F. PEACE

Jerry L. Sanderson
WITNESS

Bruce W. Morrison
BRUCE W. MORRISON

Jerry L. Sanderson
WITNESS

Vera Peace
VERA PEACE

MY COMMISSION EXPIRES 10-24-99

Inst # 1997-17844

06/06/1997-17844
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SHELBY COUNTY JUDGE OF PROBATE
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1016 9th Ave
Pleasant Grove, AL
35127