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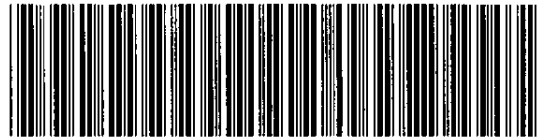
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TALLAHASSEE, FLORIDA

BRANDON J. RAFOOL, L.L.C.
ATTORNEY AT LAW

Brandon J. Rafool



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October 30, 2007

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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Heritage Classic Cars, L.L.C.

Dear Sir or Madam:

Enclosed please find the original Articles of Organization for the Limited Liability Company of Heritage Classic Cars, L.L.C., Certificate of Designation and Acceptance of Registered Agent, and my client's check in the amount of \$125.00 to cover the cost of your fee.

Please forward a certified copy to this office via the enclosed envelope.

Thanking you in advance for your assistance in this matter.

Sincerely,

Brandon Rafool
Brandon J. Rafool

BJR:uic
Enclosures

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**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
HERITAGE CLASSIC CARS, L.L.C.**

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), form a Florida limited liability company (this "Company") pursuant to the Act and set forth the following Articles of Organization (these "Articles"):

ARTICLE I - NAME

The name of this Company will be:

HERITAGE CLASSIC CARS, L.L.C.

ARTICLE II - COMMENCEMENT DATE AND DURATION

This Company will commence on November 15, 2007, in accordance with the provisions of Section 608.409(1) of the Act, and will continue for a period of 50 years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing this Company will be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all of the members.

ARTICLE III - PURPOSES

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act, including without limitation, the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with imports, exports, merchandise and property (real and personal), either directly or indirectly, and all such other activities incidental or useful to the foregoing.

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ARTICLE IV - PLACE OF BUSINESS

The principal place of business of this Company will be 2580 Executive Road, Winter Haven, Florida, 33884, and the mailing address of the Company will be 2580 Executive Road, Winter Haven, Florida 33884, and the address of the registered agent for service of process will be 2580 Executive Road, Winter Haven, Florida, 33884.

ARTICLE V - REGISTERED AGENT AND OFFICE

The initial registered agent for this Company will be Douglas Scott Richards, and the address of the registered agent for service of process will be 2580 Executive Road, Winter Haven, Florida, 33884.

ARTICLE VI - ADMISSION OF MEMBERS

The initial members of this Company will be set forth in the Regulations or Operating Agreement adopted by the members. The admission of additional members will be accomplished only by vote of a majority in interest of the members.

VII - CONTINUATION OF BUSINESS

The members may, by unanimous written agreement, continue the business of this Company upon the lapse of the 50 years, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event, which terminates the continued membership of a member in this Company.

VIII - MANAGEMENT OF BUSINESS

The management of this Company will be vested entirely in its members. The name and address of its initial managing members are as follows:

1. John J. Harned, Jr.
2580 Executive Road
Winter Haven, Florida 33884

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IX - POWERS

This Company will have all of the powers and authorities set forth in Section 608.404 of the Act.

X - PROPERTY

(a). **Ownership.** All property originally paid or brought into, or transferred to this Company as contributions to capital by the members, or subsequently acquired by purchase of otherwise on account of this Company will be the property of this Company.

(b) **Title.** The title to all property of the Company will be held in the name of this Company.

(c) **Conveyances.** The member(s) are authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leased conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution will be made by members holding a majority in interest of this Company. The signature and execution of such documents will clearly set forth that the execution is on behalf of this Company and that the member is signing on its behalf. The following form of signature will be used for obtaining or conveying title to any real or personal property:

HERITAGE CLASSIC CARS, L.L.C.

By: 
**John J. Harned, Jr., as Operating
Manager and Member**

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

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ARTICLE XI - AMENDMENTS

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments will be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

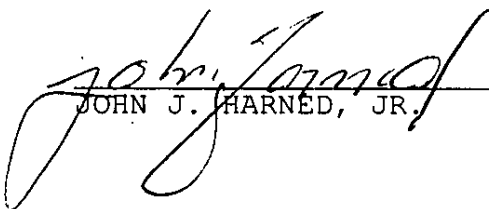
ARTICLE XII - REGULATIONS

The members are authorized and directed to prepare and adopt Regulations or an Operating Agreement for the governing of the internal affairs of this Company and containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of the Regulations or Operating Agreement may conflict with the provision of these Articles, unless these Articles otherwise permit. The power to adopt alter, amend or repeal the Regulations or the Operating Agreement will be described in the Regulations or Operating Agreement, except that the initial form will be approved by all the members.

ARTICLE XIII - CONTRACTING DEBTS

No debt will be contracted nor liability incurred by or on behalf of this Company except by vote of a majority in interest of the members.

Intending to be bound, the parties hereto have executed these Articles of Organization this 30 day of October, 2007.


JOHN J. HARNED, JR.

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**CONSENT TO SERVE AS REGISTERED AGENT, CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant of Section 48.091, Fla.Stat., the following is submitted, in compliance with said Section:

HERITAGE CLASSIC CARS, L.L.C., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Organization For The Limited Liability Company Of **HERITAGE CLASSIC CARS, L.L.C.**, in the City of **WINTER HAVEN**, State of **FLORIDA**, has named, **JOHN J. HARNED, JR.**, located at **2580 Executive Road, Winter Haven, Florida 33884**, as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated this October 10, 2007.


JOHN J. HARNED, JR.
REGISTERED AGENT

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