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FLORIDA LIMITED LIABILITY CO.
Frederick's Automotive LLC

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**ARTICLES OF ORGANIZATION
OF
FREDERICK'S AUTOMOTIVE LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **FREDERICK'S AUTOMOTIVE LLC** ("Company").

ARTICLE II -- ADDRESS

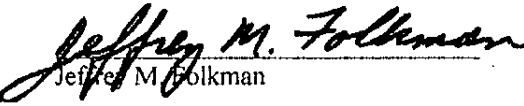
The mailing address and street address of the principal office of the Company shall be 8728 Purslane Drive, Naples, Florida 34109.

ARTICLE III -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Statutory Agent, Inc., 800 Laurel Oak Drive, Suite 600, Naples, Florida 34108.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Naples, Florida, on this 19th day of April, 2011.

MEMBER OR AUTHORIZED
REPRESENTATIVE OF A MEMBER


Jeffrey M. Folkman

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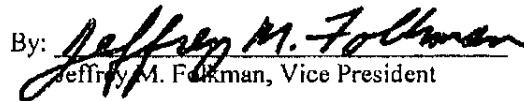
FREDERICK'S AUTOMOTIVE LLC**ACCEPTANCE OF REGISTERED AGENT**

HL Statutory Agent, Inc., located at 800 Laurel Oak Drive, Suite 600, Naples, FL 34108, being named in the Articles of Organization of FREDERICK'S AUTOMOTIVE LLC, as the registered agent of the limited liability company, hereby consents to accept service of process for the limited liability company at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By its authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. By its authorized signature below, the registered agent signifies that it is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 608.

Registered Agent

HL STATUTORY AGENT, INC.

By:


Jeffrey M. Folkman, Vice President

Date: April 19, 2011

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