

L96000001299

Greenberg

Requestor's Name

Address

Michelle 425 8526

City/State/Zip

Phone #

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 13 PM 1:03

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Smart Choice of Stuart, L.C.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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***337.50 ***337.50

Walk in

Mail out

Pick up time

4:00

Will wait

Photocopy

Certified Copy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

308, 1109, 671
W96-26146

D. BROWN DEC 13 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

December 12, 1996

GREENBERG

TALLY,

SUBJECT: SMART CHOICE OF STUART, L.C.
Ref. Number: W96000026146

We have received your document for SMART CHOICE OF STUART, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 796A00055636

RECEIVED

95 DEC 13 11:10:19

DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF
SMART CHOICE OF STUART, L.C.**

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These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of the this limited liability company is Smart Choice of Stuart, L.C. ("Company").
2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the earlier of December 31, 2046 or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. Mailing Address and Street Address. The Company's mailing and street address is: 101 Phillippe Parkway, Suite 300, Safety Harbor, Florida 34695.
4. Registered Agent and Office. The name of the initial registered agent of the Company is Thomas E. Conlan.
The street address of the initial registered agent of the Company is 101 Phillippe Parkway, Suite 300, Safety Harbor, Florida 34695.
5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.
7. Management of the Company. The management of the limited liability company is reserved to the members. The following person will initially be the managing member:

Name and Address

First Choice Auto Finance, Inc.
101 Phillippe Parkway
Suite 300
Safety Harbor, Florida 34695

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.
10. Company Purposes. The Company has been formed for the purpose of rehabilitating, supervising and managing the business and operations of B&B Florida Enterprises, Inc. d/b/a Stuart Nissan (the "Dealership"), located in Stuart, Florida. The Company's members intend to structure the economic terms and conditions of the Company to have the practical effect of providing First Choice Auto Finance, Inc. ("First Choice") with all the economic benefits of owning the assets of the Dealership, including, but not limited to First Choice's control, operation and final disposition of such assets, as well as First Choice's receipt of nearly all of the profits derived therefrom, without the ministerial act of transferring the actual title to such assets to First Choice.

The undersigned executed these Articles of Organization effective as of December 11, 1996.

A handwritten signature in black ink, appearing to be a stylized name, is written over a horizontal line.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Smart Choice of Stuart, L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$1,000; and
- 3) the total amount of cash or property anticipated to be contributed by members is \$1,000.


signature of a member or authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT,
IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Smart Choice of Stuart, L.C.

2. The name and address of the registered agent and office is:

Thomas E. Conlan
101 Phillippe Parkway
Suite 300
Safety Harbor, Florida 34695

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
relating to the proper and complete performance of my duties, and
I am familiar with and accept the obligations of my position as
registered agent.



(Signature)

12-11-96

(Date)