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Division of Corporations

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Florida Department of State
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FLORIDA LIMITED LIABILITY CO.

Auto Credit of Melbourne, LLC

Certificate of Status	0
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Estimated Charge	\$125.00

C. LEWIS

MAR 2 2011

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**ARTICLES OF ORGANIZATION
OF
AUTO CREDIT OF MELBOURNE, LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned organizer, who is the authorized representative of Auto Credit of Melbourne, LLC (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is Auto Credit of Melbourne, LLC.

ARTICLE II - PRINCIPAL OFFICE

The street address and the mailing address of the principal office of the Company is 701 Riverside Park Place, Suite 200, Jacksonville, Florida 32204.

ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are JoAnne Ackman and 701 Riverside Park Place, Suite 200, Jacksonville, Florida 32204.

ARTICLE IV - MANAGEMENT

The Company shall be managed by Officers who will be appointed by the Members. The initial officers of the Company, who shall hold office until their successors are elected by the Members, are as follows:

President / Chief Operating Officer	R. Glynn Wimberly
Executive Vice President of Operations	Russell T. Lane
Vice President	Brian Lynskey
Secretary/ Treasurer	Jeffery S. Curry

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IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization on the 28th day of February, 2011.


JoAnne Ackman
Authorized Representative

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

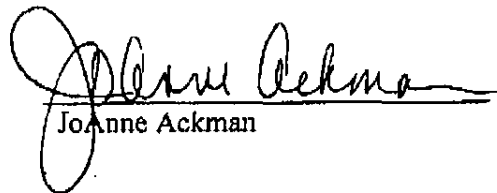
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, AUTO CREDIT OF MELBOURNE, LLC, A FLORIDA LIMITED LIABILITY COMPANY, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Auto Credit of Melbourne, LLC.
2. The name and street address of the registered agent are JoAnne Ackman and 701 Riverside Park Place, Suite 200, Jacksonville, Florida 32204.

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, JoAnne Ackman hereby accepts the appointment as registered agent and agrees to act in this capacity. JoAnne Ackman further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated this 28th day of February, 2011.


JoAnne Ackman

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