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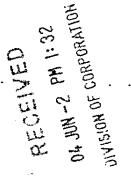
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FLORIDA LIMITED PARTNERSHIP

Select Automotive Capital, Ltd.

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CERTIFICATE OF LIMITED PARTNERSHIP OF SELECT AUTOMOTIVE CAPITAL LTD. A Florida Limited Partnership

Som United Stations of the Sta The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620,108 Florida Statutes, hereby states the following:

- 1. The name of the Partnership is SELECT AUTOMOTIVE CAPITAL LTD.
- 2. The business address of the Partnership is c/o Robert S. Williams, Esq., 100 S. Ashley Drive, Suite 1500, Tampa, Florida 33602.
- 3. The name and address of the agent for service of process on the Partnership is Robert S. Williams, 100 S. Ashley Drive, Suite 1500, Tampa, Florida 33602.
 - 4. The names and business addresses of the General Partner is as follows:

GENERAL PARTNER

ADDRESS

SELECT AUTOMOTIVE MANAGEMENT, LLC c/o Robert S. Williams, Esq. #1_040000,41336 100 S. Ashley Drive, Suite 1500 Tampa, Florida 33602.

- 5. The mailing address of the Partnership is c/o Robert S. Williams, Esq., 100 S. Ashley Drive, Suite 1500, Tampa, Florida 33602.
 - The latest date upon which the Partnership shall dissolve is June 30, 2055.

The execution of this Certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Select Automotive Capital Ltd. this 2 and day of June, 2004.

SELECT AUTOMOTIVE CAPITAL, LTD.

Select Automotive Management, LLC

General Partner

Williams, Authorized Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SELECT AUTOMOTIVE CAPITAL LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

REGISTERED AGENT

ROBERT S. WILLIAMS

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STOR MAN DISSON THE STORY OF TH BEFORE ME, the undersigned, personally appeared Robert S. Williams, the Authorized Representative of Select Automotive Management, LLC, a Florida limited liability company, the General Partner of the Select Automotive Capital Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certify as follows:

- 1. The amount of capital contributions of the limited partners is \$1,000.00.
- The estimated total amount contributed and anticipated to be contributed by the limited partners at this time is \$250,000.00.

DATED this 2nd day of June, 2004.

AFFIANT SAYS NOTHING FURTHER.

Under penalties of perjury, I declare that I have read the fore-going and that the facts alleged are true, to the best of my knowledge and belief.

SELECT AUTOMOTIVE CAPITAL, LTD.

Select Automotive Management, LLC

GeneralPartner

Authorized Representative

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 2 of June, 2004, by ROBERT'S. WILLIAMS, who is personally known to me or who preduced es identification...

Print Name:___ Lynn A. Hoodless

My Commission Expires:

Lynn A. Hoodless My Commission * DD079361 Expires February 27, 2006 DED HIS TROY FAN HERBANCE INC.