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**FLORIDA LIMITED PARTNERSHIP**

Select Automotive Capital, Ltd.

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$1,846.25

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

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:

<u>GENERAL PARTNER</u>	<u>ADDRESS</u>
SELECT AUTOMOTIVE MANAGEMENT, LLC #L04000041336	c/o Robert S. Williams, Esq. 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.
6. 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<sup>nd</sup> day of June, 2004.

SELECT AUTOMOTIVE CAPITAL, LTD.

By: Select Automotive Management, LLC  
General Partner

By: 

Robert S. 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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JULY 1ST CORPORATION  
TALLAHASSEE, FLORIDA

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JUNIOR CORPORATIONS  
TALLAHASSEE, FLORIDA

### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

**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.
2. 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.

By: Select Automotive Management, LLC  
General Partner

By: [Signature]  
Robert S. Williams, Authorized Representative

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 2nd day of June, 2004, by ROBERT S. WILLIAMS, who is personally known to me ~~or who produced~~ as identification.

[Signature: Lynn A. Hoodless]

NOTARY PUBLIC

Print Name: Lynn A. Hoodless

My Commission Expires:



Lynn A. Hoodless  
MY COMMISSION# DD070361 EXPIRES  
February 27, 2006  
BONDED THROUGH TROY FAN INSURANCE, INC.