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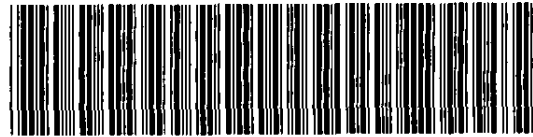
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DEC 23 2010

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225 WATER STREET
JACKSONVILLE, FLORIDA 32202

TELE NO.: (904) 359-7700
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FAX COVER SHEET

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Date: December 23, 2010
To: Karen Saly
From: Joni A. Reiser
FAX No.: 850-245-6030
Re: Scott-McRae Automotive Group

No. of pages sent
(including cover pg.): 6

MESSAGE:

Karen,

As requested in your voicemail, I have enclosed the Certificate of Conversion, Certificate of Limited Liability Limited Partnership of Scott-McRae Automotive Group, LLLP and the registration statement. Please contact me if you have any questions.

Thank you for your immediate assistance in this matter.

Joni Reiser

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CERTIFICATE OF CONVERSION

for the conversion of

SCOTT-MCRAE AUTOMOTIVE GROUP, INC.,
(a Florida Corporation)

into

SCOTT-MCRAE AUTOMOTIVE GROUP, LLLP,
(a Florida Limited Liability Limited Partnership)

This Certificate of Conversion is submitted for the conversion of **Scott-McRae Automotive Group, Inc.**, a Florida Corporation (the "Corporation") into **Scott-McRae Automotive Group, LLLP**, a Florida Limited Liability Limited Partnership (the "Partnership") in accordance with Section 607.1113, Florida Statutes.

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Scott-McRae Automotive Group, Inc.
2. The Corporation was first incorporated under the laws of the State of Florida on April 4, 1980.
3. The name of the Partnership is Scott-McRae Automotive Group, LLLP, a Limited Liability Limited Partnership organized under the laws of the State of Florida.
4. The Corporation has converted into the Partnership in compliance with Chapter 607, Florida Statutes.
5. The Plan of Conversion was approved by the Corporation in compliance with Chapters 607 and 620, Florida Statutes.
6. The principal office is located at 701 Riverside Park Place, Suite 310, Jacksonville, FL 32204.
7. This Certificate of Conversion shall be effective as of the date of filing.
8. Scott-McRae Automotive Group, LLLP has agreed to pay to any Shareholder of the Corporation having appraisal rights the amount to which such Shareholder is entitled under Sections 607.1301 - 607.1323, Florida Statutes.

Signed this 2nd day of December, 2010.


**SCOTT-MCRAE AUTOMOTIVE
GROUP, INC.**

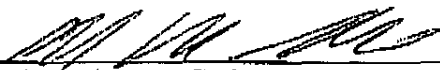
By: 

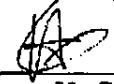
David C. Hodges, Jr., President

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TALLAHASSEE, FLORIDA

**SCOTT-MCRAE AUTOMOTIVE
GROUP, LLLP**

By: 
David C. Hodges, Jr., General Partner

By: 
Alexander M. Graham, as Co-Trustee
of the Tip Graham SMAG Trust dated
May 14, 2010, General Partner

By: 
Hampton H. Graham, as Co-Trustee of
the Tip Graham SMAG Trust dated
May 14, 2010, General Partner

00731690

**CERTIFICATE OF LIMITED LIABILITY
LIMITED PARTNERSHIP
OF
SCOTT-MCRAE AUTOMOTIVE GROUP, LLLP**

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TALLAHASSEE, FLORIDA

The undersigned, who are all of the general partners of Scott-McRae Automotive Group, LLLP (the "Partnership") under the Florida Revised Uniform Limited Partnership Act, hereby adopt the following Certificate of Limited Liability Limited Partnership.

ARTICLE I - NAME

The name of the Partnership is Scott-McRae Automotive Group, LLLP.

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Partnership is 701 Riverside Park Place, Suite 310, Jacksonville, Florida 32204.

ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Pamela L. Wiker and 701 Riverside Park Place, Suite 310, Jacksonville, Florida 32204.

ARTICLE IV - LIMITED LIABILITY ELECTION

The Partnership hereby elects to be a limited liability limited partnership.

ARTICLE V - GENERAL PARTNERS

The names and business addresses of each general partner of the Partnership are as follows:

NAME

BUSINESS ADDRESS

David C. Hodges, Jr.

701 Riverside Park Place, Suite 310
Jacksonville, Florida 32204


Alexander M. Graham, as
Co-Trustee of the Tip
Graham SMAG Trust
dated May 14, 2010

701 Riverside Park Place, Suite 310
Jacksonville, Florida 32204

Hampton H. Graham, as
Co-Trustee of the Tip
Graham SMAG Trust
dated May 14, 2010

701 Riverside Park Place, Suite 310
Jacksonville, Florida 32204

IN WITNESS WHEREOF, the undersigned, who are all of the general partners of the Partnership have executed the foregoing Certificate of Limited Liability Limited Partnership on this 2nd day of December, 2010.



David C. Hodges, Jr., General Partner



Alexander M. Graham, as Co-Trustee
of the Tip Graham SMAG Trust dated
May 14, 2010, General Partner



Hampton H. Graham, as Co-Trustee of
the Tip Graham SMAG Trust dated
May 14, 2010, General Partner

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

PURSUANT TO THE PROVISIONS OF SECTION 620.1114, FLORIDA STATUTES, THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Limited Partnership is Scott-McRae Automotive Group, LLLP.
2. The name and street address of the registered agent are Pamela L. Wiker and 701 Riverside Park Place, Suite 310, Jacksonville, Florida 32204.

Having been named as registered agent and to accept service of process for the above stated limited liability Partnership at the place designated in this certificate, Pamela L. Wiker hereby accepts the appointment as registered agent and agrees to act in this capacity. Pamela L. Wiker 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 620, F.S.


PAMELA L. WIKER

Date: December 2, 2010.