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ACCOUNT NO. : 072100000032

REFERENCE : 566618 7137273

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 125.0

ORDER DATE : January 27, 2000

ORDER TIME : 12:04 PM

ORDER NO. : 566618-010

200003113212--7

CUSTOMER NO: 7137273

CUSTOMER: Eric M. Sauerberg, Esq
ERIC M. SAUERBERG, P.A.
ERIC M. SAUERBERG, P.A.
Suite 400
712 U.S. Highway One
North Palm Beach, FL 33408

DOMESTIC FILING

NAME: THE WORLD AUTO CENTER, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN 27 PM 2:12:52
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
1-21-00

**ARTICLES OF ORGANIZATION OF
THE WORLD AUTO CENTER, L.L.C.**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I

The name of this limited liability company is THE WORLD AUTO CENTER, L.L.C.

ARTICLE II

This limited liability company shall have perpetual existence from the effective date of filing these Articles with the Department of State unless sooner terminated as provided in the Operating Agreement.

ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company is 152 Juno Street, Jupiter, Florida 33477. This limited liability company may, at its discretion, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company is Eric M. Sauerberg, 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.

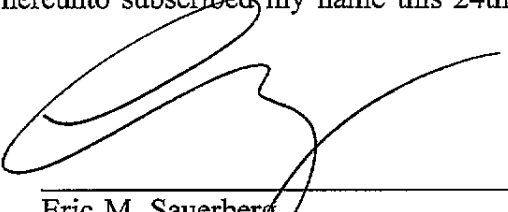
ARTICLE V

The management of this limited liability company shall be vested in the manager or managers and is, therefore, a manager-managed company.

ARTICLE VI

Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the manager.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 24th day of January, 2000.



Eric M. Sauerberg,
Authorized Representative of a Member

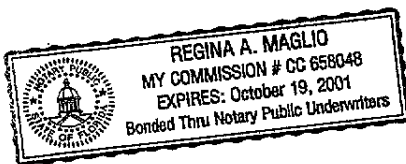
SECRETARY OF STATE
CLERK
00 JUN 27 PM 2:01

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24th day of January, 2000,
by Eric M. Sauerberg, who is personally known to me or who has produced Florida State
Driver's License Number N/A as identification and who did () or
did not (☒) take an oath.

Executed this 24th day of January, 2000.

Regina A Maglio
Signature of Notary
Printed Name: Regina A Maglio
My Commission Expires:
My Commission Number:



APPROVED
AND
FILED
00 JAN 27 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.061 and Chapter 608.407 Florida Statutes, the following is submitted:

That THE WORLD AUTO CENTER, L.L.C., a Florida Limited liability company, with its registered office at 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408, has named Eric M. Sauerberg at such address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in such capacity and agree to comply with the applicable provisions of law.

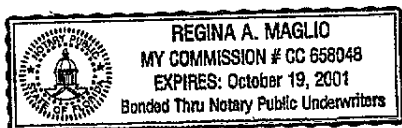
By: _____

Eric M. Sauerberg
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24th day of January, 2000, by Eric M. Sauerberg, who is personally known to me or who has produced Florida State Driver's License Number N/A as identification and who did () or did not (☒) take an oath.

Executed this 24th day of January, 2000.



Regina A Maglio
Signature of Notary
Printed Name: Regina A Maglio
My Commission Expires:
My Commission Number: