

L000000007205

May 31, 2000

00789-01117-00671

Florida Department of State
Corporation Division
Post Office Box 6327
Tallahassee, FL 32314

RE: Bruce Jones Auto Sales, L.C.

Dear Sir:

Enclosed please find an original and one copy of proposed Articles of Organization for the above referenced Limited Company. Also enclosed are an original and one copy of the Registered Agent Designation, together with my check in the amount of \$125.00.

Please file the original articles and return a stamped copy to me in the enclosed, self-addressed, stamped envelope.

Thank you for your assistance.

Very truly yours,

Carolynn Jones
CAROLYNN JONES

W-14702

Enclosures

800003280158-3
-06/07/00-01076-005
****125.00 ****125.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 9, 2000

CAROLYNN JONES
4260 43RD STREET N., UNIT B
ST. PETERSBURG, FL 33714

SUBJECT: BRUCE JONES AUTO SALES, L.C.
Ref. Number: W00000014702

We have received your document for BRUCE JONES AUTO SALES, L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 000A00033123

ARTICLES OF ORGANIZATION OF BRUCE JONES AUTO SALES, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be BRUCE JONES AUTO SALES, L.C., and its principal office shall be located at 4260 43RD Street N. Unit B, in the City of St. Petersburg, County of Pinellas, State of Florida. Its mailing address will be 4260 43RD Street N. Unit B, St. Petersburg, FL 33714, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and

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carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, Bruce K. Jones and Carolynn Jones the managers of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Two (2) managers shall manage this limited liability company. The name(s) and address(es) of the person(s) who shall serve until a successor is elected and qualified are as follows: Bruce K. Jones, 513 89th Avenue N., St. Petersburg, Florida, 33702 and Carolynn Jones, 513 89th Avenue N., St. Petersburg, Florida, 33702.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$5,000.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

- (a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits in proportion to their percentage ownership interest. The distributive share of the profits shall be determined and paid to the members any time and in

any amount, except where prohibited by (b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in proportionate to their percentage ownership interest.

ARTICLE VIII

DURATION

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

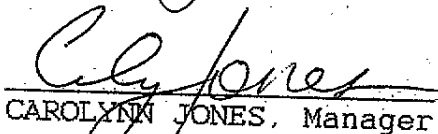
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 4260 43rd Street N. Unit B, City of St. Petersburg, County of Pinellas, State of Florida, and the name of the company's initial registered agent at that address is Bruce K. Jones.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of BRUCE JONES AUTO SALES, L.C.

Executed by the undersigned at St. Petersburg, Florida, on May 31, 2000.


BRUCE K. JONES, Manager


CAROLYN JONES, Manager

STATEMENT OF DESIGNATING REGISTERED AGENT AND OFFICE

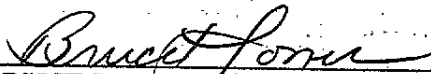
State of Florida
County of Pinellas

Pursuant to the provisions of Section 608.407 (1) (d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

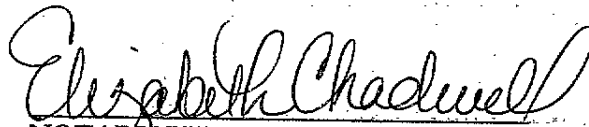
The name of the registered agent for BRUCE JONES AUTO SALES, L.C. is Bruce K. Jones, and the street address of the company's registered agent is 4260 43rd Street N. Unit B, St. Petersburg, Florida, 33714.

This statement is to acknowledge that, as indicated above, BRUCE JONES AUTO SALES, L.C. has appointed me, Bruce K. Jones, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 5/31/00


BRUCE K. JONES

The foregoing instrument was acknowledged before me this 31ST day of May, 2000 by Bruce K. Jones, agent on behalf of BRUCE JONES AUTO SALES, L.C., a limited liability company. He is personally know to me or has produced a Florida's Driver's License as identification.


NOTARY PUBLIC - State of Florida

