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August 16, 2000

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Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: M & M Auto Sales of Sarasota, L.L.C.

L-10339

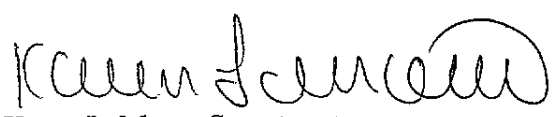
Dear Sir/Madam:

Please find enclosed original Articles of Organization and our check for \$155.00 for the filing (\$125.00) and return of a certified copy of the Articles (\$30.00) for the above-referenced corporation:

If you would return the certified copy, to the above address, it would be greatly appreciated.

Thank you.

Sincerely,



Karen LaMotte, Secretary to
PAUL A. MORAN

FILED
AUG 18 PM 3:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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/kl
Enclosure

4p

ARTICLES OF ORGANIZATION
FOR FLORIDA
LIMITED LIABILITY COMPANY

Each undersigned, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, does hereby certify as follows:

ARTICLE I - NAME

The name of the Limited Liability Company is: M & M Auto Sales of Sarasota, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 1235 Washington Blvd. N., Sarasota, Florida, 34236.

ARTICLE III - DURATION

The existence of the Company shall commence upon the date of execution of this instrument, which shall be within five (5) business days prior to filing hereof. The period of duration for the Company shall be: perpetual.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of Company's initial registered office in the state is: Robert Minor, 1235 Washington Blvd. N., Sarasota, Florida, 34236.

ARTICLE V - MANAGEMENT

The Company is to be managed by one or more members, and the name and address of each is Robert Minor, 1235 Washington Blvd. N., Sarasota, Florida, 34236.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

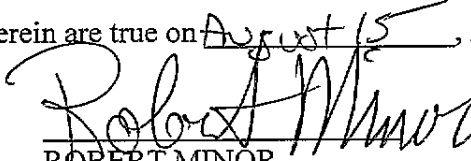
The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: No additional member(s) shall be admitted to the Company without written consent of all members of the Company and on such terms and conditions as shall be determined by all members, except as otherwise provided in the Company's regulations initially executed by all members.

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TALLAHASSEE FLORIDA

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS


The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company shall be: The business of the Company may be continued only by written consent of all remaining members, except as otherwise provided in the Company's regulations initially executed by all members.

IN WITNESS WHEREOF, the undersigned executed this instrument affirming under penalties of perjury that the facts stated herein are true on August 15, 2000.


ROBERT MINOR
As Member

STATE OF FLORIDA
COUNTY OF SARASOTA

SWORN TO and subscribed before me this 15th day of August, 2000, by ROBERT MINOR, who is personally known to me or who has produced _____ as identification.


Notary Public

My Commission Expires:



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TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

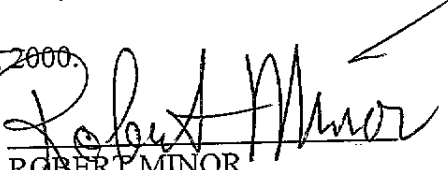
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is M & M AUTO SALES OF SARASOTA, L.L.C.

2. The name and address of the registered agent and office is: Robert Minor, 1235 Washington Blvd. N., Sarasota, FL, 34236.

HAVING been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 this 5th day of August, 2000.


ROBERT MINOR

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