

Division of Corporations

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Fax Number : (850) 922-4003

From:

Account Name : BLACKBURN & COMPANY, L.L.C.
Account Number : I20000000256
Phone : (904) 296-7713
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LIMITED LIABILITY COMPANY

Affiliated Automotive Group, L.L.C.

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**ARTICLES OF ORGANIZATION
OF**

AFFILIATED AUTOMOTIVE GROUP, L.L.C.

The undersigned organizer, who is the authorized representative of the members of AFFILIATED AUTOMOTIVE GROUP, L.L.C. (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is AFFILIATED AUTOMOTIVE GROUP, L.L.C.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Company is 8133 Baymeadows Way, Jacksonville, Florida 32256.

ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Dennis L. Blackburn, Suite 200, Southpoint Building, 6620 Southpoint Drive, South, Jacksonville, Florida 32216.

ARTICLE IV - DISSOLUTION OF COMPANY

The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member shall terminate the membership of that member in the Company. Upon the occurrence of any such event or any other that terminates the continued membership of a member in the Company, the Company shall be dissolved unless all of the remaining members consent to continue the existence of the Company.

ARTICLE V - INITIAL MEMBERS

The initial member of the Company shall be Affiliated Media Group, Inc.

ARTICLE VI - RETURN OF CAPITAL

No member shall have the right to the return of his, her or its contribution to capital except as provided in the Company's Regulations or, if none, under the laws of the State of Florida.

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ARTICLE VII - AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended by majority vote of the members of the Company as provided in Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, the undersigned authorized representative of the Member has executed the foregoing Articles of Organization as of the 31 day of October, 2000.



Dennis L. Blackburn,
Authorized Representative of the Member


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**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for AFFILIATED AUTOMOTIVE GROUP, L.L.C. at the place designated in the Articles of Organization, Dennis L. Blackburn hereby accepts the appointment as registered agent and agrees to act in this capacity. Dennis L. Blackburn further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Dennis L. Blackburn is familiar with and accepts the obligations of his position as registered agent.



Dennis L. Blackburn

Date: October 31, 2000

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