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ACCOUNT NO. : 072100000032

REFERENCE : 158632 9851A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 130.00

ORDER DATE : May 22, 2001

ORDER TIME : 11:26 AM

ORDER NO. : 158632-005

CUSTOMER NO: 9851A

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CUSTOMER: Richard W. Pringle, Esq
Strayhorn & Strayhorn

Suite 200
2125 1st Street
Ft. Myers, FL 33901

DOMESTIC FILING

NAME: INTEGRITY AUTO SALES OF S.W.
FL., L.L.C.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

B
5/22/01

APPROVED AND FILED
 RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 FALLAHASSEE, FLORIDA
 01 MAY 22 PM 12: 21
 TO ADVISE TO AGENCY SUFFICIENCY OF FILING
 MAY 22 PM 12: 10

ARTICLES OF ORGANIZATION

OF

INTEGRITY AUTO SALES
OF S.W. FL., L.L.C.

The undersigned hereby forms an organization under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the limited liability company shall be:

INTEGRITY AUTO SALES OF S.W. FL., L.L.C.

The address of the principal office of this organization shall be 14380 N. Cleveland Avenue, N. Fort Myers, Florida 33903 and the mailing address of the organization shall be the same.

ARTICLE II. REGISTERED AGENT

The street address of the initial registered agent's office of the organization shall be 14380 N. Cleveland Avenue, N. Fort Myers, Florida 33903 and the name of the initial registered agent of the organization at that address is Chad Osborne.

ARTICLE III. TERM OF EXISTENCE

This organization is to exist perpetually.

IN WITNESS WHEREOF, We have executed these articles of organization on this 21st day of May, 2001, at Fort Myers, Florida. In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


ANTHONY VICTOR FLAMMIA


RANDALL CARROLL


CHAD OSBORNE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 22 PM 12:21

APPROVED
AND
FILED

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Chad Osborne, an individual residing in the State of Florida, having an address of 1624 S.W. 43rd Terrace, Cape Coral, Florida 33914 and having been designated as the registered agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Section 608, Florida Statutes.

Chad Osborne

CHAD OSBORNE, Registered Agent

01 MAY 22 PM 12: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED