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FILED
01 JUL 16 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 222582 82576A

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Pigato

ORDER DATE: July 16, 2001

ORDER TIME: 1:10 PM

ORDER NO.: 222582-005

CUSTOMER NO.: 82576A

800004478598--0

CUSTOMER: John B. Ritch, Esq
Overstreet Miles Ritch &
Cumbie, P.a.
100 Church Street

Kissimmee, FL 34741

DOMESTIC FILING

NAME: STARLING AUTOMOTIVE, LLC

BK

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 112

EXAMINER'S INITIALS: _____

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ARTICLES OF ORGANIZATION
OF
STARLING AUTOMOTIVE, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

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ARTICLE I -- NAME

The name of the limited liability company shall be STARLING AUTOMOTIVE, LLC. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 100 Church Street, Kissimmee, Florida 34741.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are John B. Ritch, 100 Church Street, Kissimmee, FL 34741.

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE VII – MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Alan C. Starling, 3550 West 13th Street, St. Cloud, Florida 34769.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Kissimmee, Florida, on July 13, 2001.

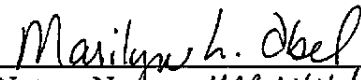

Alan C. Starling

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JUL 16 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA,
COUNTY OF OSCEOLA, ss:

Subscribed before me this July 13, 2001, by Alan C. Starling, who is personally
known to me or who has produced _____ as identification.




Notary Name: MARILYN L. ABEL
Commission #: CC 988199
Commission Expires: 12-14-04

ACCEPTANCE OF REGISTERED AGENT

I, John B. Ritch, having been named to accept service of process for Starling Automotive, LLC, desiring to organize under the laws of the State of Florida, with its principal office at 100 Church Street, Kissimmee, Florida 34741, hereby agree to act as Registered Agent for said corporation, and agrees to comply with the provisions of the Florida Statutes related to keeping open said office, and upon whom process may be served.


(Registered Agent)