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FROM AKERMAN, SENTERFITT OF JACKSONVILLE

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Florida Department of State
Division of Corporations
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To:

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Account Name : AKERMAN, SENTERFITT OF JACKSONVILLE
Account Number : 105543000740
Phone : (904) 798-3700
Fax Number : (904) 798-3730

LIMITED LIABILITY COMPANY

EDEALERSHIP SOLUTIONS, LLC

Certificate of Status	0
Certified Copy	0
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ARTICLES OF ORGANIZATION

OF

eDealership Solutions, LLC

Pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be eDealership Solutions, LLC.

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in §608.402 (24) of the Act) of this Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be 4905 Belfort Road, Suite 110, Jacksonville, FL 32256.

**ARTICLE IV
REGISTERED AGENT**

The address of the registered office of this Company shall be 50 North Laura Street, Suite 2500, Jacksonville, FL 32202, and its initial registered agent at such office shall be MOTOLAW, Inc.

**ARTICLE V
ADDITIONAL MEMBERS**

Additional members (as defined in §608.402(21) of the Act) may be admitted at such times and on such terms and conditions as provided in the regulations of this Company.

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**ARTICLE VI
CONTINUATION OF BUSINESS**

The remaining members of this Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member in this Company as provided in the Act or the regulations of the Company.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

This Company will be managed by one of its members in accordance with and subject to the requirements of the Act and regulations of this Company. The name and address of the initial Managing Member (as defined in §608.402(20) of the Act), who shall serve as Managing Member until the first annual meeting of the members or until its successor is elected and qualifies, is as follows:

David A. Cates
4905 Belfort Road
Suite 110
Jacksonville, FL 32256

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IN WITNESS WHEREOF, the undersigned, a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407 of the Act.

Dated this 12th day of SEPTEMBER, 2001



David A. Cates, as Managing Member

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**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

eDealership Solutions, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates MOTOLAW, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 2500, Jacksonville, FL 32202

Dated this 12th day of SEPTEMBER, 2001.

eDealership Solutions, LLC



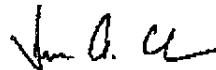
By: David A. Cates, Managing Member

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Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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 12th day of September, 2001.

MOTOLAW, Inc., a Florida corporation, as
registered agent



By: Ivan A. Colao, Vice President

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