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LD10000017209

October 4, 2001

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-10/08/01--01024--016
***133.75 ***133.75

Re: Checkered Flag Imports, LLC

To whom it may concern:

I am enclosing the Articles of Organization for Checkered Flag Imports, LLC. I also enclose a check in the amount of \$133.75 for the filing fee and a certified copy of the articles. Please place the articles of record and return the certified copy to my attention. Any questions, please call.

Very truly yours,

Larry T. Schone
Larry T. Schone

LTS/jja

enclosures

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AND
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CLERK OF STATE
TALLAHASSEE, FLORIDA

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108201

ARTICLES OF ORGANIZATION
OF
CHECKERED FLAG IMPORTS, L. L. C.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a limited liability company for profit.

ARTICLE I
NAME OF LIMITED LIABILITY COMPANY

The name of this limited liability company shall be:

CHECKERED FLAG IMPORTS, L.L.C

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

(A) To engage in the business of a dealer of new and used automobiles to include the buying, selling, advertising, acting as consignment agent and all related activities and related merchandising with registered and trademarked logos.

(B) For itself or as agent or correspondent for others, to deal in stocks, bonds, commercial paper, mortgages, and other securities, to manage estates and properties, including the buying, selling, leasing, improving and dealing in lands and tenements, and the construction and selling of restaurants and buildings. The limited liability company may take, acquire and hold stock in any other corporation or limited liability company, as well as to purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in and with real and personal property of every name and

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nature, including stocks and securities of other corporations or limited liability companies, and to loan money and take securities for the payment of all sums due the limited liability company, and to sell, assign and release such securities or membership interest.

(C) To build upon or in any other manner improve real estate in which this limited liability company has any interest whatsoever.

(D) To lend money secured by mortgage or other security or without security, for itself or on a commission basis for others; to borrow money for the purpose of investment or for any of the purposes of this limited liability company, and to issue bond, debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or personal property of this limited liability company, or to issue bond, debenture stocks, notes or other obligations without any such security; to accept and execute any and all agencies with respect to investment of money, the sale of real and/or personal property, and the collection and receipts of the proceeds thereof and/or the income therefrom; to buy and sell negotiable paper; to execute deeds, mortgages, lot contracts, bonds for title, releases and such other instruments as may be necessary for the carrying on of the business above designated.

(E) To buy, sell, trade or deal in any kind of goods, wares and merchandise.

(F) To organize or cause to be organized under the laws of the State of Florida or of any other state, district, territory, province or government, a limited liability company for the purpose of accomplishing any of or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such organization, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(G) No contract or other transaction entered into by the limited liability company shall be affected by the fact that any member of the limited liability company in any way is interested in or connected with any party to such contract or transaction, or himself is a party to such contract or transaction, provided said contract or transaction shall be approved by a majority of the members present at the meeting of the members.

(H) To carry on any other lawful business whatsoever which may seem to the limited liability company capable of being carried on in connection with the above, or

calculated directly or indirectly to promote the interests of the limited liability company, or to enhance the value of its properties and buildings, and to have, enjoy and exercise all of the rights, powers and privileges which are now, or which may hereafter be conferred upon limited liability companies organized under the same statutes as this limited liability company.

(I) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida.

The foregoing clauses shall be construed as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the limited liability company, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Organization shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference under the terms of any other clauses or paragraphs of this Article, or of any other Articles of these Articles of Organization, but that each of the purposes, objects and powers specified in this Article, and each of the Articles or paragraphs of these Articles of Organization shall be regarded as independent purposes, objects and powers.

ARTICLE III

DURATION

The period of duration for CHECKERED FLAG IMPORTS, L.L.C. is to be perpetual from the date of filing of the Articles of Organization with the Secretary of State of Florida, unless sooner dissolved by the members or as provided by Statute.

ARTICLE IV

INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office shall be 3300 SW 14th Place, Bay 6, Boynton Beach, FL 33426 and the mailing address of the limited liability company shall be 88 N.E. Fifth Avenue, Delray Beach, FL 33483.

ARTICLE V

INITIAL REGISTERED AGENT

The name and address of the initial registered agent of the limited liability company are:

Larry T. Schone
72 N.E. 5th Avenue
Delray Beach, FL 33483

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted based on the terms and conditions contained in the Operating Agreement.

ARTICLE VII

CONTINUITY

The remaining members of CHECKERED FLAG IMPORTS, L.L.C. will have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in this limited liability company.

ARTICLE VIII

MANAGEMENT

The management of CHECKERED FLAG IMPORTS, L.L.C. is reserved to the members unless otherwise provided in the Operating Agreement, who will vote according to their proportionate interest in CHECKERED FLAG IMPORTS, L.L.C. and shall have the exclusive authority to act for the company in all matters. The managing member and his address is:

Kevin Muller, Vice President, Muller Asset Management, Inc., 88 N.E. Fifth Avenue, Delray Beach, FL 33483.

APPROVED
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01 OCT - 8 PM 2:55
CLERK OF DISTRICT COURT
JULIA MASSEY
MULLER ASSET MANAGEMENT, INC.

ARTICLE IX

DATE OF BEGINNING OF LIMITED LIABILITY COMPANY

CHECKERED FLAG IMPORTS, L.L.C. shall begin existence on the date the Articles of Organization are filed with the Secretary of State of the State of Florida.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals this 2nd day of October, 2001.

MULLER ASSET MANAGEMENT, INC.

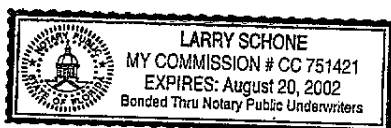
Member, Managing Member

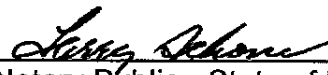
By: 

KEVIN MULLER, V.P.

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this the 2nd day of October, 2001 by KEVIN MULLER, Vice President of MULLER ASSET MANAGEMENT, INC., who is personally known to me or who has provided a _____ as identification and who (did) (~~did not~~) take an oath.




Notary Public - State of Florida
My commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

Pursuant to the provisions of Chapter 608.407(1)(d), Florida Statutes, the following is submitted, in compliance with said Act:

First, that CHECKERED FLAG IMPORTS, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in City of Delray Beach, County of Palm Beach, State of Florida, has named LARRY T. SCHONE, located at 72 N.E. Fifth Avenue, Delray Beach, Florida 33483, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated limited liability company, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office, and said registered agent is familiar with, and accepts, the obligations of that position.

By: Larry T. Schone
LARRY T. SCHONE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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