

BURDICK P.A.
ATTORNEYS AT LAW

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L01000018707

October 24, 2001

Registration Section
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

400004654744--0
-10/26/01--01038--002
****125.00 ****125.00

Re: U.S. Motors, LLC

Dear Representative:

I am enclosing herewith an original and a copy of the Articles of Organization for the above-named corporation. In addition, a check in the amount of \$125.00 is enclosed which represents the following fees:

Filing Fee	L01-18707	\$100.00
Registered Agent Fee		\$25.00
Total		\$125.00

Please file the original of the enclosed Articles of Organization and return a copy to the undersigned using the envelope enclosed.

Your prompt attention to this matter would be appreciated.

Very truly yours,


Geoffrey C. Burdick

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DIVISION OF CORPORATIONS
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Enclosure

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ARTICLES OF ORGANIZATION
OF
U.S. MOTORS, 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.

ARTICLE I -- NAME

The name of the limited liability company shall be U.S. MOTORS, LLC.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 1320 Old Okeechobee Road, West Palm Beach, Florida 33401

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate not later than December 31, 2010 unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Geoffrey C. Burdick, 1110 North Olive Avenue, West Palm Beach, FL 33401.

ARTICLE V -- ADMISSION OF NEW MEMBERS

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 the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI -- TERMINATION OF EXISTENCE

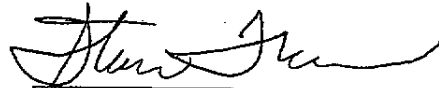
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

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ARTICLE VII -- MANAGEMENT

The company shall be managed by a manager in accordance with operation agreement (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 Stan Travis.

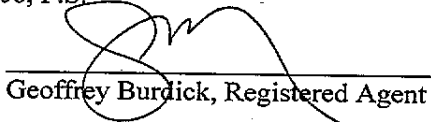
Under penalties of perjury, I declare that I have read the foregoing, and the facts alleged are true, to the best of my knowledge and belief.



Stan Travis, Member

REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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 acct the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Geoffrey Burdick, Registered Agent

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