

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**L01000022807**

*Thomas Exotic Autos, LLC*

300004744613--0  
-12/31/01--01013--016  
\*\*\*\*125.00 \*\*\*\*125.00

*Effective date  
01-01-02*

Signature \_\_\_\_\_

Requested by: *WC*

Name \_\_\_\_\_

Date *12/31*

Time *10:30*

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
✓ \_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
✓ \_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

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*10-18-21*

**Articles Of Organization**  
**of**  
**Thomas Exotic Autos, LLC**

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles Of Organization for such Company:

**Article I**  
**Name**

The name of the limited liability company is Thomas Exotic Autos, LLC.

**Article II**  
**Company Existence**

The Company's existence shall be perpetual and shall be effective on January 1, 2002.

**Article III**  
**Units Of Equity Ownership**

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units Thomas Exotic Autos, LLC is authorized to have outstanding is 1,000,000 units, all of which shall be identical units.

Section B. First Lien. The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

Section C. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Section D. Right to Redeem Units. Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid-in surplus and retained earnings.

Section E. Transfer of Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

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**Article IV**  
**Registered Agent And Office**

The address of the initial Registered Office of the Company is 3431 Pine Ridge Road, Suite 101, Naples, Florida 34109, and the name of its initial Registered Agent at such address is Parrish, White, Lawhon & Adler, P.A. *Parrish White Lawhon & Adler*

**Article V**  
**Principal Office**

The mailing address and street address of the principal office of the Company is 5752 12th Avenue N.W., Naples, Florida 34119.

**Article VI**  
**Organizer**

The name and address of the organizer is:

Thomas F. Fuith  
5752 12th Avenue N.W.  
Naples, Florida 34119

The organizer is a natural person over the age of twenty-one years.

**Article VII**  
**Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

**Article VIII**  
**Management**

The Company is to be managed by a Member-Manager or Member-Managers. The Member-Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Member-Manager of the Company, who shall serve as such until its successor is elected and shall qualify, is:

| <u>Office</u>  | <u>Name and Address</u>   |
|----------------|---|
| Member-Manager | Thomas F. Fuith<br>5752 12th Avenue N.W.<br>Naples, Florida 34119 |

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**Article IX**  
**Indemnification**

The Company shall indemnify any Member and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Member-Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Member-Manager in the event of (i) a breach of such Member and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Member-Manager derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article X**  
**Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Company.

**Article XI**  
**Amendment Of Articles Of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

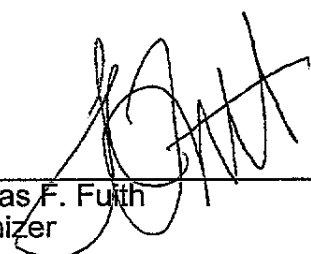
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signature of member or authorized representative of member.

Dated December 18, 2001.

01 DEC 31 2001  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

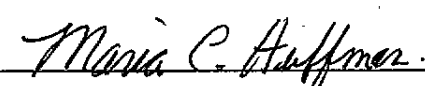
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\_\_\_\_\_  
Thomas F. Fuith  
Organizer

State of Florida  
County of Collier

} ss.

The foregoing instrument was acknowledged before me this December 18, 2001  
by Thomas F. Fuith, who is personally known to me or who has produced  
\_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public in and for  
said State  
Serial number: CC 797488

NOTARY PUBLIC - STATE OF FLORIDA  
MARIA C. HUFFMAN  
COMMISSION # CC797488  
EXPIRES 12/17/2002  
BONDED THRU ASA 1-888-NOTARY1

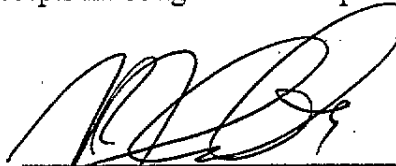
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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, Thomas Exotic Autos, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Thomas Exotic Autos, LLC.
2. The name and address of the registered agent in Florida are:  
Parrish, White, Lawhon & Adler, P.A.  
3431 Pine Ridge Road, Suite 101, Naples, Florida 34109.

The undersigned, being the person named in the articles of organization of Thomas Exotic Autos, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Nathan J. Adler, Esq.,  
Parrish, White, Lawhon & Adler, P.A.  
Registered Agent

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