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Janet Greenleaf, Paralegal
Barbara Lambert, Legal Assistant

January 18, 2002

Florida, Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: The Carsmith Automotive Service Company
Articles of Amendment

Distribution Consultants of America, LLC
Articles of Organization

200004792542--3
-01/23/02--01088--002
****125.00 ****125.00

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Amendment and Articles of Organization for the above-referenced corporations. Please file the original, indicate the filing date on the copy and return the copies to our office.

Additionally, I am enclosing our firm checks in the amount of \$35.00 and \$125.00 which represents the fees and charges for filing these documents

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

Barbara J. Lambert
Barbara Lambert,
Legal Secretary

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Enclosures

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ARTICLES OF ORGANIZATION
OF
DISTRIBUTION CONSULTANTS OF AMERICA, LLC.

Under Chapter 608 of the Florida Statutes of the Limited Liability Law of the State of Florida, the undersigned, being a natural person of at least eighteen (18) years of age and acting as the organizer of the Limited Liability Company by these articles being formed under Chapter 608 of the Florida Statutes, certifies that:

Article I
Name

The name of the Limited Liability Company is: DISTRIBUTION CONSULTANTS OF AMERICA, LLC

Article II
Address

The mailing address is P.O. Box 420817, Kissimmee, Florida 34742 and street address of the principal office is 422 Acacia Tree Way, Kissimmee, Florida 34758 for the Limited Liability Company.

Article III
Purpose

The purpose of the Limited Liability Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Chapter 608 of the Florida Statutes.

Article IV
Duration

The period of duration for the Limited Liability Company shall be:

☒ Perpetual

☐ Designated Time Period:

Article V
Management

☒ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of each manager(s) who is/are to serve as manager(s)

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is//are:

Richard Kondziela
P.O. Box 420817
Kissimmee, FL 34742

- ☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Article VI Classes of Members

The Limited Liability Company may, from time to time, establish classes, or series of classes of members, with such rights, designations, qualifications and duties as may be adopted as set forth in the Limited Liability's operating agreement from time to time.

Article VII Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: Upon written consent of all existing voting members additional members may be admitted and the Limited Liability Company shall not be dissolved by the admission of additional members.

Article VIII Members Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of an other event which terminate the continued membership of a member in the Limited Liability Company shall be: Upon written consent of all remaining voting members the Limited Liability Company shall not be dissolved and the member's interest being retired shall be purchased by the remaining members. The price of the retiring member's share being determined by fair market value taking into consideration in minority or marketability discount for such share. Payment for such member's share shall be as negotiated between the parties.

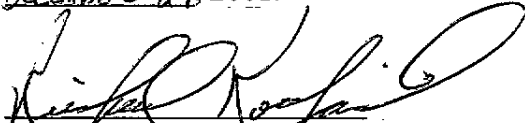
Article IX Operating Agreement

These Articles shall be deemed to the operating agreement of the Limited Liability

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Company unless and until the members shall have otherwise adopted additional or inconsistent provisions in connection with any matters permitted to be addressed in an Operating Agreement.

In witness whereof, these Articles of Organization have been subscribed by the undersigned, who affirms the foregoing as true under penalties of perjury this 29 day of December, 2001.


RICHARD KONDZIELA

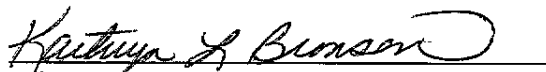
Signature of Member or Authorized Representative of a Member. In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA

COUNTY OF OSCEOLA

SWORN TO and subscribed before me this 29 day of December, 2001 by RICHARD KONDZIELA [] who is personally known to me or ☒ who has provided Fla. CDL License as identification and who ☒ did [] did not give an oath.

(NOTARY SEAL)



Printed Name: _____

Notary Public

State of Florida

My Commission Expires: _____



Kathryn L. Bronson

My Commission CC914422

Expires March 06, 2004

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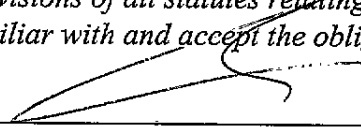
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: DISTRIBUTION CONSULTANTS OF AMERICA, LLC.
2. The name and Florida street address of the registered agent and office is:

S. Craig Wakefield, Esq.
Wakefield & Associates, P.A.
1400 West Oak Street, Suite A
Kissimmee, Florida 34741

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 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.


S. Craig Wakefield, Esq.

Date 1/8/02

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