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MJH

March 4, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: DIXIE CUSTOM AUTOMOTIVE, LLC.

Dear Sir or Madam:

Enclosed, please find an original and one copy of the articles of organization and a check for \$125 for the filing fee.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Robert D. Schwartz

w/enc.

FILED
02 MAR - 7 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is:

DIXIE CUSTOM AUTOMOTIVE, LLC

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

1715 Old Moultrie Road, St. Augustine, Florida 32086

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be for fifty years.

ARTICLE IV - Management

(check the appropriate statement and complete each one)

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

 X 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:

PHILIP B. GENOVAR as Trustee of the PHILIP B. GENOVAR, Revocable Trust Dated December 13, 2001, 1715 Old Moultrie Road, St. Augustine, Florida 32086.

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be upon approval of all of the Members.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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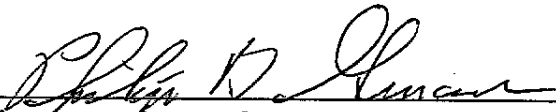
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ARTICLE VI - Members Rights to Continue Business:

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 any other event which terminates the continued membership of a member in the limited liability company shall be upon approval of all of the remaining Members.

ARTICLE VII - Taxation

The members elect to be taxes as a partnership for federal income tax purposes.



Signature of a member or an authorized representative of a member

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

PHILIP B GENOVAR

Typed or printed name of signee

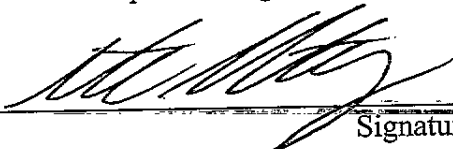
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: DIXIE CUSTOM AUTOMOTIVE, LLC
2. The name and the Florida street address of the registered agent are:

ROBERT D. SCHWARTZ
555 S. Federal Highway, Suite 330, Boca Raton, Florida 33432

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 accept the obligations of my position as registered agent.



Signature