

L020000017611

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: All State Auto Sales LLC

6000006350236--7
-07/12/02--01032--012
****125.00 ****125.00

Gentlemen:

Enclosed herewith is our check in the amount of \$125.00 and original and one copy of the Articles of Organization of All State Auto Sales LLC.

I would appreciate your acknowledgement of this filing at your earliest convenience in the enclosed envelope.

Thank you for your assistance.

Sincerely,

Eel & Butcher

APPROVED
AND
FILED
02 JUL 12 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*JB
71502*

**ARTICLES OF ORGANIZATION OF
ALL STATE AUTO SALES LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name

The name of the Limited Liability Company is ALL STATE AUTO SALES LLC.

ARTICLE II — Address and Registered Agent

The mailing address and street address of the principal office of the Limited Liability Company is 10164 Beach Blvd., Jacksonville, FL 32246. The name and address of the initial registered agent is George E. Owen, Jr., 100 First Avenue South, Suite 500, St. Petersburg, Florida 33701.

ARTICLE III — Duration

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

ARTICLE IV — Management

The Limited Liability Company is to be managed by the members and the name and address of the managing members, who are all of the members, are: M. Steven Cropper, 10164 Beach Blvd., Jacksonville, Florida 32246, Edward W. Buttner, IV, 7800 Belfort Parkway, Suite 165, Jacksonville, Florida 32256 and Jeffrey R. McCurdy, 10164 Beach Blvd., Jacksonville, Florida 32246.

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 as set forth in the Regulations of the LLC.

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

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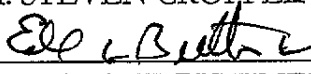
ARTICLE VI — Members' Rights to Continue Business

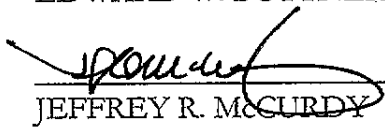
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as set forth in the Regulations.

IN WITNESS WHEREOF, I have signed these Articles of Organization and

acknowledged them to be my act as of the _____ day of _____, 2002.


M. STEVEN CROPPER


EDWARD W. BUTTNER, IV


JEFFREY R. MCCURDY

02 JUL 12 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of ALL STATE AUTO SALES LLC the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Signed this 2 day of July, 2002.

George E. Owen, Jr.
Registered Agent

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 2 day of July, 2002 by George E. Owen, Jr., as Registered Agent for ALL STATE AUTO SALES LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

Michele Schibler
Notary Public

MICHELE SCHIBLER
Notary Public - State of Florida
My Commission Expires
December 14, 2003
CC878844

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 12 AM 10:02

APPROVED
AND
FILED