

Division of Corporations

Page 1 of 2

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATION

BK

LIMITED LIABILITY COMPANY

TFF Auto LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

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**ARTICLES OF ORGANIZATION
FOR A DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to the laws of the State of Florida, to wit Chapter 608 of the 2001 Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a limited liability company ("the Company"):

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the limited liability company is:

TFF Auto LLC

ARTICLE II

The principal office shall be located at
5700 Grillet Place, in the County of Lee, State of Florida.

The mailing address is
5700 Grillet Place, Fort Myers, Florida 33919.

ARTICLE III

The initial registered agent is
Charles PT Phoenix, Esq.

Service of process may be made on the registered agent at
1833 Hendry Street, in the City of Fort Myers, County of Lee, State of
Florida, with the postal zip code being 33901.

ARTICLE IV

The Company may engage in any activity permitted by the Florida Limited Liability Company Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Company acts.

ARTICLE V

The Company shall adopt an operating agreement that conforms to these Articles by unanimous consent of the initial members ("Operating Agreement"). The Operating Agreement shall always be construed to

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conform to these Articles or, if any paragraph or section of the Operating Agreement cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Operating Agreement shall be stricken as if it had never been adopted into the Operating Agreement so that the Operating Agreement conforms to these Articles.

ARTICLE VI

The Company shall act under the direction of the members ("Members"), always pursuant to these Articles and the Operating Agreement.

ARTICLE VII

The membership interests in the Company shall be of one class, each membership interest maintaining voting rights proportionally to the Member's membership interest. Equity, profits and losses shall be allocated and distributed in accordance with the Operating Agreement. The membership interests shall have no further rights or preferences other than those specifically mandated by the Florida Limited Liability Company Act or as specified in the Operating Agreement.

The membership interests shall be limited in that all membership interests, including every portion thereof, shall be subject to the Company's right of first refusal ("Right of First Refusal"). This Right of First Refusal provides that all membership interests must be offered to the Company before sale or other transfer to any other person or entity, whether a current member or not, under the exact terms of the proposed sale or transfer, so long as the proposed sale or transfer is at Fair Market Value, as defined infra. Where the proposed sale or transfer is not at Fair Market Value, as defined infra, the Company, at its option, may substitute the price terms with Fair Market Value, as defined infra, at its option. "Fair Market Value" means the price a particular property item will bring when offered for sale by a willing seller to a willing buyer in an arm's length transaction, neither being obliged to buy or sell. The membership interests shall have no limited other than those specifically mandated by the Florida Limited Liability Company Act or as specified in the Operating Agreement.

ARTICLE VIII

Additional members may be admitted to the Company upon the unanimous vote of all of the members of the Company.

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ARTICLE IX

The Company shall exist in perpetuity, unless dissolved pursuant to the Florida Limited Liability Company Act or as provided in the Operating Agreement.

ARTICLE X

All documents evidencing membership interests shall clearly bear a legend indicating that the membership interests are subject to restrictions on transferability.

ARTICLE XI

The Articles may only be amended, superceded or repealed upon the unanimous vote of all of the members of the Company.

ACKNOWLEDGMENT

I, an authorized representative of the Company, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Company by any person or entity prior to the Company's formation, if any, execute these Articles this 6th day of August 2002.



Charles PT Phoenix, Esq.

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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF
TFF Auto LLC

I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 608 of the 2001 Florida Statutes that are associated with the appointment.




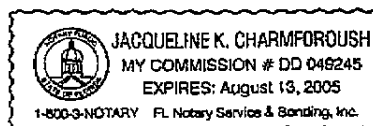
Charles PT Phoenix, Esq.

State of Florida)
County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, Esq., known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 12 day of August 2002.


Jacqueline K. Charmforoush
Notary Public, State of Florida
My commission number is DD 049245
My commission expires August 13, 2005



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