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DIVISION OF CORPORATIONS

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LIMITED LIABILITY COMPANY

Winnington Automotive, LLC

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**ARTICLES OF ORGANIZATION
OF
WINNINGTON AUTOMOTIVE, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, does hereby set forth the following for the purpose of forming a Limited Liability Company under the laws of the State of Florida:

ARTICLE I

NAME OF COMPANY

The name of the Limited Liability Company (the "Company") is
WINNINGTON AUTOMOTIVE, LLC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and street address of the principal office of the Company is 241 Tangier Avenue, Palm Beach, Florida 33480.

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 241 Tangier Avenue, Palm Beach, Florida 33480. The name of the Registered Agent of the Company at that address is W. Alan Dayton.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed to these Articles of Organization this 10 day of September, 2002.


Anthony Winnington, Member

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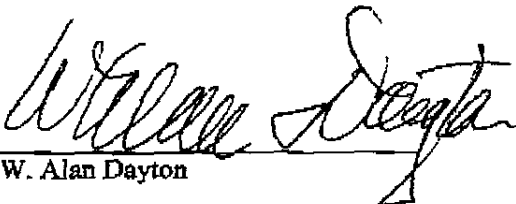
DEAN MEAD ORLANDO

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ACCEPTANCE BY REGISTERED AGENT

Having been named as the Registered Agent for the above-mentioned Company at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties as Registered Agent. I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.


W. Alan Dayton

Date: September 10, 2002

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