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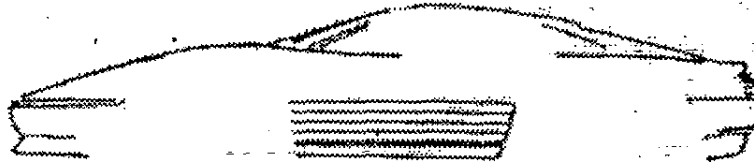
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05/06/03--01003--027 **125.00

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03 MAY -6 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CAVALLINO MOTORS, INC.

WHERE PETROLHEADS RULE!

1111 KANE CONCOURSE, SUITE 502, BAY HARBOR ISLANDS, FLORIDA 33154-2043

PHONE: (305) 867-7676 FAX: (305) 867-7901

Department of Corporations

April 29, 2003

To whom it may concern,

Please note that the company name similarity is due to the fact that both corporations are same ownership and are affiliated with each other.

Sincerely,

Martin Wiescholek
Managing Director

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03 MAY -6 PM 2:1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. Wiescholek GAVE
AUTHORIZATION BY PHONE TO
~~FORRETT~~ *fill in ck for \$125*
DATE *5/5/03*
DOC. EXAM. *alt*

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:
CAVALLINO MOTORS LEASING LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
13081 NW 43 Ave B-3 OPA LOCKA, FL 33054

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Martin Wiescholek
Name
1111 Kane Concourse, Suite 502
Florida street address (P.O. Box **NOT** acceptable)
Bay Harbor Islands FL 33154
City, State, and Zip

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 as provided for in Chapter 608, F.S.

[Signature]
Registered Agent's Signature

(An additional article must be added if an effective date is requested)

[Signature]
Signature of a member or an authorized representative of a member.

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

Martin Wiescholek

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)