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Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

BMW MOTORCYCLES OF MIAMI, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$155.00

**ARTICLES OF ORGANIZATION
OF
BMW MOTORCYCLES OF MIAMI, LLC**

The undersigned, for the purpose of forming a limited liability company hereby adopt the following Articles of Organization:

ARTICLE ONE

The name of the company is BMW MOTORCYCLES OF MIAMI, LLC

ARTICLE TWO

The term of existence of the company is perpetual.

ARTICLE THREE

The purposes for which the company is organized are:

- . To distribute motorcycles, parts and accessories.
- . To engage in the transaction of any and all lawful business activities.

ARTICLE FOUR

The remaining members of the company shall have the right to continue the business of the company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which might terminate the continued membership of a member in the company.

ARTICLE FIVE

The address of the initial Registered Office of the company is 7175 SW 8 Street, Suite 204, Miami, Florida 33144 and the name of the Registered Agent at such address is GEORGE M. SANTAMARINA. The members may at any time change the registered agent or registered office to any place in the State of Florida.

Having been named as registered agent and to accept service of process for the above stated limited liability company as 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.

Prepared By:
George M. Santamarina, Esq.
7175 SW 8th Street, Suite 204
Miami, FL 33144
Fla. Bar No. 267961

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ARTICLE SIX

The name and address of the initial members of this Limited Liability Company is:

El Monte Trust, a Bahamas Trust
7175 SW 8 Street, Suite 204
Miami, FL 33144

Retail Automotive Distribution Ltd,
a British Virgin Islands Corporation
7175 SW 8 Street, Suite 204.
Miami, FL 33144

ARTICLE SEVEN

The principal office of this company shall be located at 7175 SW 8 Street, Suite 204, Miami, Florida 33144; with the company retaining the power to move its office to any other address in Florida.

ARTICLE EIGHT

This company shall be deemed to commence its existence upon filing of these articles.

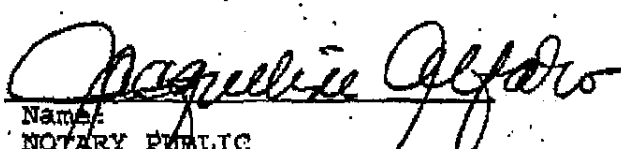
IN WITNESS WHEREOF, the undersigned duly authorized representative of the above members of BMW MOTORCYCLES OF MIAMI, LLC, hereby subscribes these Articles of Organization on the 20 day of May, 2003.



GEORGE M. SANTAMARINA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 20 day of May, 2003, by GEORGE M. SANTAMARINA, who is personally known to me or who provided personally known as identification.



Name:
NOTARY PUBLIC

My Commission expires:



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