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DIVISION OF CORPORATION

03 JUL 18 PM 1:10

RECEIVED

LIMITED LIABILITY COMPANY

MEGADEALER AUTOMANAGEMENT LLC

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

JB
7-18-03

ARTICLES OF ORGANIZATION

OF

MEGADEALER AUTOMANAGEMENT LLC

These Articles of Organization of Megadealer Automanagement LLC (the "Company"), have been duly executed and are being filed by the undersigned authorized representative of the member to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

ARTICLE I NAME

The name of the limited liability company formed hereby is Megadealer Automanagement LLC.

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Company is 1925 Brickell Avenue, Apt. D-611, Miami, Florida 33129.

ARTICLE III REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent and registered office of the Company is Peninsula Registered Agents, Inc., 200 S. Biscayne Boulevard, 43rd Floor, Miami, Florida 33131.

ARTICLE IV MANAGEMENT

The Company is to be managed by its Member as set forth in its Operating Agreement and is therefore a member-managed company.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 18th day of July, 2003.

By: Debra Palmisano
Debra Palmisano
Authorized Representative of the 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).

03 JUL 18 2003 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

- (1) The name of the limited liability company is Megadealer Automanagement LLC.
- (2) The name of the Florida street address of the registered agent and office are:

Peninsula Registered Agents, Inc.
200 S. Biscayne Boulevard
43rd Floor
Miami, Florida 33131

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 the 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 in Chapter 608, F.S.

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APPROVED
AND
FILED

PENINSULA REGISTERED AGENTS, INC.

By: Debra Palmisano
Debra Palmisano, Vice President

Date: July 18, 2003