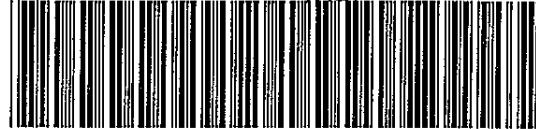


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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Law Office of Thomas A. Kennedy,
Thomas A. Kennedy, Esquire
370 35TH Court S.W.
Vero Beach, FL 32968

FILED
84 FEB 26 AM 11:57
Email: Tomakennedy@ADE.COM
Cell: 772-538-5847
TALLAHASSEE, FLORIDA
Florida Bar Member # 528757
SE HABLA ESPANOL

20 February, 2004

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Articles of Organization and other documents establishing LLC, fictitious name, enclosed.

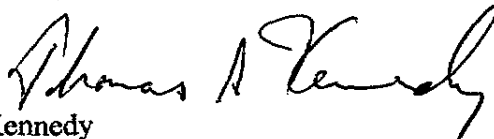
Ms. Department of State;

Please receive and accept the enclosed Articles establishing the P.L., "**JoLor Automotive Group, LLC**", along with a check for \$130.00 Dollars for filing fee, designation of registered agent, and a certificate of status. Also find enclosed the fictitious name registration for **510 Motor Sales**, along with a check for \$60.00 Dollars for filing fee and a certificate of status.

Please note that the fictitious name registration for the 510 Motor Sales requires the insertion of the registration number of JoLor Automotive Group in Section 2, paragraph "B." Please insert this information before filing the fictitious name.

I also enclose a self addressed stamped envelope for returning a copy of the same packet for time stamping with the filing date, and the certificates of status. If you have any questions or concerns about the enclosed, please advise. My office number is 772-794-4297.

Very Truly Yours,


Thomas A. Kennedy

**ARTICLES OF ORGANIZATION
OF
JoLor Automotive Group, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company pursuant to the Florida Professional Service Corporation and Limited Liability Company Act, F.S. Chapters 608 and 621, hereby make, acknowledge, and file the following Articles of Organization establishing a Florida "Limited Liability Company."

ARTICLE I -- NAME

The name of the limited liability company shall be JoLor Automotive Group, LLC.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 5166 85th St., Vero Beach, FL 32967.

ARTICLE III -- DURATION

The company shall commence its existence on March 1, 2004, or upon the filing date these articles of organization with the Florida Department of State, whichever occurs first. The company's existence shall be perpetual unless the company is dissolved earlier by unanimous written consent of all members as provided in these articles of organization or in any Operating Agreement of the company.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the company in the state of Florida are; Thomas A. Kennedy, 370 35th ct. S.W., Vero Beach, Fl, 32968. The registered office of the company shall be; 5166 85th Street, Vero Beach, FL, 32967.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The initial capital contribution of the (2) two initial members of the company shall be \$100.00, Dollars, each, which shall be deposited into the initial operating account of the company. Any capital contribution required of any additional members shall be determined by the unanimous consent of the existing members at the time of the admission of any new member.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous written consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

The Company's initial members names and addresses are as follows:

Joseph Genovese, President/Manager
1736 Windbrook Drive SE
Palm Bay, FL 32909

Lorri Genovese
1736 Windbrook Drive SE
Palm Bay, FL 32909

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TALLAHASSEE, FLORIDA

Except as set forth in these Articles or any Operating Agreement of the company, no additional members shall be admitted to the company except if they are admitted with the unanimous written consent of all then existing members of the company and on the written terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in these Articles and any Operating Agreement of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by a majority vote of the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by its' members, through a member/manager in accordance with these Articles or any Operating Agreement of the company adopted by the members for the management of the business and affairs of the company. Any Operating Agreement of the company may contain any provisions for the regulation and management of the affairs of the company which are not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the company is; Joseph Genovese, 1736 Windbrook Drive SE, Palm Bay, FL 32909.

ARTICLE X -- SCOPE OF BUSINESS/REQUIREMENTS

The company shall engage in any business which is authorized by law and approved by the members of the company, pursuant to these Articles of organization, and any Operating Agreement of the company, which business may include but not be limited to, the buying and selling of motor vehicles in accordance with applicable law.

IN WITNESS WHEREOF, the undersigned organizer(s) have made and subscribed these Articles of Organization, at Vero Beach, Florida, on February 21, 2004, for the purpose of forming a limited liability company to do business within and without the state of Florida and does make and file in the Office of the Secretary of State of Florida these Articles of Organization and certifies that the facts contained herein are true and accurate.

Lorri Genovese, Vice President/Secretary

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/
REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under the provisions of F.S. 608.415 or 608.507, and Chapter 621 of the Florida Statutes, **JoLor Automotive Group, LLC**, a Florida Limited Liability Company, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **JoLor Automotive Group, LLC**.
2. The name and street address of the registered agent in Florida are:

The Law Office of Thomas A. Kennedy, P.L.

370 35th Court SW, Vero Beach, FL 32968.

The undersigned, being the person named in the articles of organization of **JoLor Automotive Group, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Thomas A. Kennedy
Registered Agent