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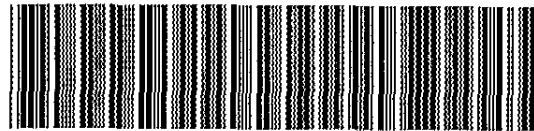
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(Business Entity Name)

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CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

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TELEPHONE: 813-250-0577
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March 3, 2004

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Via Next-Day Air

Re: Gator Auto Wholesalers LLC

To Whom It May Concern:

Enclosed for processing are two originals of Articles of Organization for Gator Auto Wholesalers LLC. Please file one original and certify and return one to me.

Also enclosed is our firm check in the amount of \$130.00, to cover the following costs:

1.	Filing fee	\$100.00
2.	Designation of Registered Agent	25.00
3.	Status Certificate	<u>5.00</u>
	Total	\$130.00

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Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

NRB/gp
Enclosures

cc: Gator Auto Wholesalers LLC

225.766.303

**ARTICLES OF ORGANIZATION
OF
GATOR AUTO WHOLESALERS LLC**

The undersigned hereby certifies that he is the authorized representative of the initial members who have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. He further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE 1
NAME AND BUSINESS ADDRESS**

The name of the limited liability company shall be Gator Auto Wholesalers LLC, and its principal place of business and its mailing address shall be 108 West Seneca Avenue, Suite 89, Tampa, Florida 33612.

**ARTICLE 2
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, and all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein, otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract

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or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE 3 DURATION

This limited liability company shall exist for fifty (50) years or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE 4 PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 108 West Seneca Avenue, Suite 89, Tampa, Florida 33612 (Hillsborough County).

ARTICLE 5 MANAGEMENT

The limited liability company is to be managed by a manager and the name and address of the initial manager of the company are :

Glencliff, LLC
14508 Nettle Creek Road
Tampa, Florida 33624

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**ARTICLE 6
INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The Florida street address of the initial registered office of the limited liability company is 14508 Nettle Creek Road, Tampa, County of Hillsborough, Florida 33624, and the name of its initial registered agent at such address is Rick D. Miller.

**ARTICLE 7
ADMISSION OF ADDITIONAL MEMBERS**

Members shall have the right to admit new members only by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

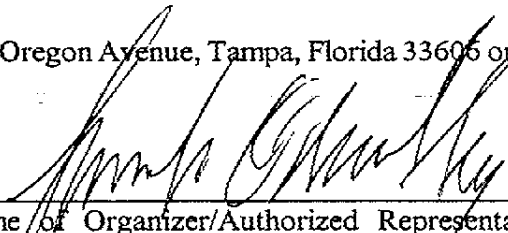
A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members.

**ARTICLE 8
MEMBERS RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the authorized representative of the original member of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of Gator Auto Wholesalers LLC.

Executed by the undersigned at 712 South Oregon Avenue, Tampa, Florida 33606 on March 3, 2004.



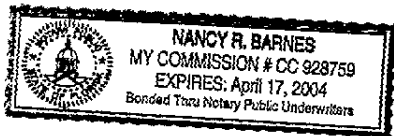
Name of Organizer/Authorized Representative of
Initial Member: Andrew M. O'Malley

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

Before me personally appeared Andrew M. O'Malley, authorized on behalf of the initial member of the above limited liability company, who signed the above Articles of Organization as his free and voluntary act for the uses and purposes mentioned and set forth therein.

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IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 3rd day of March, 2004.



Nancy R. Barnes
Print Name: Nancy R. Barnes
Personally Known X
or Produced Identification _____
Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT / REGISTERED OFFICE

The undersigned, having been named in the Articles of Organization of Gator Auto Wholesalers LLC, as registered agent and to accept service of process for this limited liability company at the place designated at Article 6, hereby accepts the appointment as registered agent and agrees to act in this capacity.

I further agree to comply with the provision 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 of the Company.

Rick D. Miller
Rick D. Miller, Registered Agent
14508 Nettle Creek Road
Tampa, Florida 33624

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