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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAR 29 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: North Bay Remarketing LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephanie Mason
(Name of Person)

(Firm Company)

1440 J.F. Kennedy Causeway, Suite 306
(Address)

North Bay Village FL 33141
(City/State and Zip Code)

For further information concerning this matter, please call:

Stephanie Mason at (305) 389-0465
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

CERTIFICATE OF CONVERSION

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DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

Stephanie Muson dba North Bay Motors

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: 6-1-2000
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

North Bay Remarketing LLC

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.)

Stephanie Ann Muson
Typed or Printed Name of Signee

FILING FEES:

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

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

North Bay Remarketing LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

1440 J.F. Kennedy Causeway
Suite 306
North Bay Village, FL 33141

Mailing Address:

1440 J.F. Kennedy Causeway
Suite 306
North Bay Village, FL 33141

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

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

Corp Direct Agents, Inc.

103 N. Meridian St., Lower Level

Florida street address (P.O. Box NOT acceptable)

Tallahassee, FL FLORIDA 32301

City, State, and Zip

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, Florida Statutes.

Ed B L

Registered Agent's Signature

Ed B. Lary, Asst. Sec.

ARTICLE IV - Manager(s) or Managing Member(s):
The name and address of each Manager or Managing Member is as follows:

Title:
"MGR" = Manager
"MGRM" = Managing Member

Name and Address:

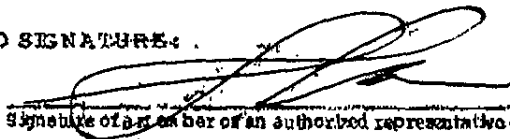
MGRM

Stephanie Ann Mason
1445 E. Kennedy Causeway,
North Bay Village, Fla 33191

(Use attachment if necessary)

NOTE: An additional Article may be added (if an effective date is requested).

REQUIRED SIGNATURE:



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

(In accordance with section 608.409 (3), Florida Statutes, the execution of this document constitutes an admission under the penalty of perjury that the facts stated herein are true.)

Stephanie Ann Mason
Typed or printed name of signer

- 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)

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TALLAHASSEE, FLORIDA