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CORPORATION SERVICE COMPANY

ACCOUNT	NO.	:	072100000032
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REFERENCE: 641544 80368A

THE REAL PROPERTY.

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: May 12, 2004

ORDER TIME : 1:11 PM

ORDER NO. : 641544-005

CUSTOMER NO: 80368A

CUSTOMER: Thomas G. Hersem, Esq

Thomas G. Hersem, Attorney At

Law Suite B

1421 Court Street Clearwater, FL 33756

DOMESTIC FILING

NAME:

CHARLIE'S AUTO RETAIL

SERVICES, LLC

XX ____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

Article I—Name: The name of the Limited Liability Company is: CHARLIE'S AUTO RETAIL SERVICES, LLC.

Article II—Address. The mailing address and street address of the principal office of the Limited Liability Company is 6655 68t hAvenue North, Pinellas Park, Florida 33781.

Article III-Registered Agent, Registered Office:

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

CHARLES PAOLILLO 6655 68thAvenue North Pinellas Park, Florida 33781

Article IV—Managers. The limited liability company is to be managed by a manager and the name and address of such manager who is to serve as manager until a successor is named is:

CHARLES PAOLILLO 6655 68t hAvenue North Pinellas Park, Florida 33781

Article V—Members. The initial member(s) of the limited liability company are:

CHARLES PAOLILLO 6655 68t hAvenue North Pinellas Park, Florida 33781 JENNIFER PAOLILLO 6655 68t hAvenue North Pinellas Park, Florida 33781

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The signature of a member or an authorized representative of a member appears below.

CHARLES PÄOLILLO

(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) 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.

CHARLES PAOLILLO