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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Account Name : JOHNSON, BLAKELY, FOPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (727)461-1818
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

MAZDA OF WESLEY CHAPEL, LLC

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**ARTICLES OF ORGANIZATION
OF
MAZDA OF WESLEY CHAPEL, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the authorized representative of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be MAZDA OF WESLEY CHAPEL, LLC.

ARTICLE II

Term

This Company shall commence on the date and at the time when these Articles of Organization are filed with the Department of State of the State of Florida in accordance with the provisions of Section 608.409 of the Act, and shall continue until dissolved in accordance with Section 608.441 of the Act.

ARTICLE III

Place of Business

The principal place of business of this Company shall be 3920 U.S. Highway 19, New Port Richey, Florida 34652-6152, and the mailing address of this Company shall be 3936 U.S. Highway 19, New Port Richey, Florida 34652, or such other place or places as may be designated by the manager from time to time.

ARTICLE IV

Registered Agent and Office

The initial registered agent for this Company shall be Michael G. Little, and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, Florida 33756.

Prepared By:

Michael G. Little, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0861677
(727) 461-1818

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ARTICLE V

Management of Business

The Company shall be manager-managed.

The undersigned has executed these Articles of Organization this 16th day of June, 2004.



Michael G. Little, authorized representative

**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.



Dated: June 16, 2004

Michael G. Little