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Florida Department of State  
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To:

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Fax Number : (850)205-0383

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP  
Account Number : 075500004387  
Phone : (813)229-7600  
Fax Number : (813)229-1660

**LIMITED LIABILITY COMPANY**

**HP Automotive Associates, LLC**

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF ORGANIZATION FOR  
HP AUTOMOTIVE ASSOCIATES, LLC**

**ARTICLE I  
Name**

The name of the Limited Liability Company is:

**HP AUTOMOTIVE ASSOCIATES, LLC**

**ARTICLE II  
Address**

The mailing address and street address of the principal office of the Limited Liability Company is 2102 W. Cleveland Street, Tampa, FL 33606.

**ARTICLE III  
Duration**

The period of duration for the Limited Liability Company is perpetual.

**ARTICLE IV  
Management**

The Limited Liability Company is to be manager managed.

**ARTICLE V  
Admission of Additional Members & Transfer of Membership Interest**

No person may be admitted as a member unless each member consents in writing to the admission of the additional member, and transfer of any interest in the Limited Liability Company is restricted in accordance with provisions contained in the Limited Liability Company's Operating Agreement entered into by its members.

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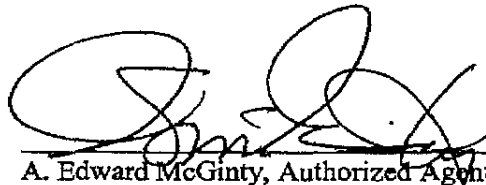
**ARTICLE VI**  
**Registered Agent and Registered Address**

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

A. Edward McGinty  
101 East Kennedy Boulevard  
Suite 2800  
Tampa, Florida 33602

**ARTICLE VII**  
**Indemnification**

The Limited Liability Company shall, to the full extent permitted by Section 608.4363 of the Florida Statutes, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article VII shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the regulations of the Limited Liability Company, by agreement or otherwise.

  
A. Edward McGinty, Authorized Agent

(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.)

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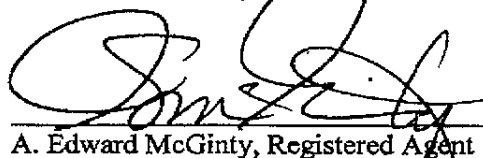
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.57, ~~FLORIDA~~ STATUTES, THE UNDERSIGNED 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 HP Automotive Associates, LLC.
2. The name and the Florida street address of the registered agent are:

A. Edward McGinty  
101 East Kennedy Boulevard  
Suite 2800  
Tampa, Florida 33602

*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.*

  
A. Edward McGinty, Registered Agent

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