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ARTICLES OF ORGANIZATION OF LISY AUTO FINANCE, L.L.C.

ARTICLE I

NAME

The name of the Limited Liability Company is:

LISY AUTO FINANCE, L.L.C.

ARTICLE II

NATURE OF BUSINESS

To lend money to other persons, partnerships, associations, and corporations, secured by lien, or pledge or security interest in personal property, or without security: to secure contracts, obligations, and liabilities or any thereof. To promote, finance, aid, and assist, financially or otherwise, any corporation, association, partnership, firm, individual, organization, or other entity; to purchase, lease, or otherwise acquire, take over, hold, sell, liquidate, or otherwise dispose of the business and properties, of every kind, of corporations, associations, partnerships, firms, individuals; and to act as financial, commercial, special, or general agent or representative of corporations, associations, partnerships, firms, individuals and other entities.

To carry out any one or more of the purposes and objects herein enumerated as factor. agent, or otherwise, either alone or through or in conjunction with any person, partnership, association, or corporation. To carry on its operations and conduct business in any state or country

The foregoing clauses shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms of the general powers of this Limited Liability Company, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Limited Liability Company shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Corporation Act of this State to corporations organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided however that nothing herein contained shall be deemed to authorize or permit this Limited Liability Company to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry or do.

ARTICLE III

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The Limited Liability Company's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: George Bermudez Initial Registered Office: 637 W Mowry Drive, Homestead, Fl. 33030

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process for the above stated Limited Liability Company at the initial Registered Office designated in these Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all statues relating to the proper and complete performance of my duties, and accept the obligations of my position as Registered Agent.

ARTICLE IV

COMPANY MANAGEMENT

The Limited Liability Company is to be managed by one manager and is, therefore, a manager - managed company

ARTICLE V

CONTRIBUTION OF CAPITAL

The Contribution of a member may be in cash, property, or services rendered, or a

promissory note or other obligation to contribute cash or property or to perform services.

Promise to contribute by a member will be set out in writing signed by the member and the

member is obligated to the limited liability company to perform any enforceable promise to contribute cash or property or to perform services, even if the member is unable to perform because of the member=s death or disability or any other reason.

ARTICLE VI

INITIAL ADDRESS

The street address in this state of the principal office of the Limited Liability Company is:

637 W. Mowry Drive, Homestead, Fl. 33030

IN WITNESS WHEREOF, the undersigned, is member has executed the foregoing Articles of organization on this // day of /upo/, A.D. 2004.

ature of M

George Bermudez Printed name