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EVALUATE & RE-ARRANGE

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FLORIDA
GEORGIA
ALABAMA

* FLORIDA BAR BOARD
CERTIFIED TAX ATTORNEY
* FLORIDA BAR BOARD
CERTIFIED ESTATE
PLANNING AND PROBATE
ATTORNEY

August 6, 2004

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Re: Recording of the Articles of Organization for MOFFITT MOTORS, L.L.C.

Dear Sir/Madam:

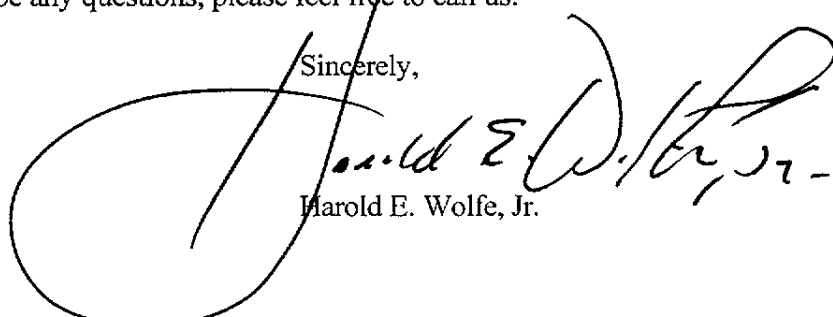
Enclosed please find the original and one (1) copy of Articles of Organization for **MOFFITT MOTORS, L.L.C.** for filing in the public records. Also enclosed is a check in the amount of One Hundred Fifty-Five Dollars (\$155.00) representing the following fees:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Designation	<u>25.00</u>
Total:	\$155.00

Please file these Articles at your earliest convenience and return the certified photocopy to the undersigned in the enclosed self-addressed, stamped envelope.

Should there be any questions, please feel free to call us.

Sincerely,


Harold E. Wolfe, Jr.

HEW:fss
Enclosures

xc: Dr. and Mrs. Bayard Moffitt

04 AUG 16 PM 3:29
DIVISION OF CORPORATIONS
STATE OF FLORIDA

ARTICLES OF ORGANIZATION

OF

MOFFITT MOTORS, L. L. C.

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "MOFFITT MOTORS, L.L.C.".

ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address/Street Address:

350 Wilma Circle
Riviera Beach, Florida, 33404

04 AUG 16 PM 3:29
DIVISION OF CORPORATE AFFAIRS

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered agent address in the State of Florida is: **2324 South Congress Avenue, West Palm Beach, FL 33406**. The name of the registered agent at such registered office is: **Omar del Rio, C.P.A.**

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member

04 AUG 16 PM 3:29

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OF THE
STATE OF FLORIDA
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in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by two (2) Managers, BAYARD LLOYD MOFFITT and MARILYN S. MOFFITT, during their joint lifetimes and no other persons or individuals shall have the right to so manage this Limited Liability Company unless BAYARD LLOYD MOFFITT and MARILYN S. MOFFITT, or their survivor, resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed by BAYARD LLOYD MOFFITT and MARILYN S. MOFFITT jointly until both have resigned, died, or retired, or consent to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager, of BAYARD LLOYD MOFFITT or MARILYN S. MOFFITT, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this Limited Liability Company. In accordance with the foregoing, the names and addresses of the Managers of this Limited Liability Company are:

Name of Manager

Address

BAYARD LLOYD MOFFITT

350 Wilma Circle
Riviera Beach, Florida, 33404

MARILYN S. MOFFITT

350 Wilma Circle
Riviera Beach, Florida, 33404

04 AUG 16 PM 3:29
DIVISION OF CORPORATE AFFAIRS

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or successor section) the Managers shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company may engage in the business of holding, owning and investing in, buying, selling, trading or otherwise dealing in personal property including automobiles, vehicles and the like.

ARTICLE X - OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned, members of this limited liability company have executed these Articles of Organization on this 5th day of August, 2004.

MOFFITT MOTORS, L.L.C.,
a Florida limited liability company

By: 

Bayard Lloyd Moffitt, as Trustee of the Bayard Lloyd Moffitt Revocable Trust originally dated October 20, 1987 as restated on April 4, 2001 (and as it may be subsequently amended)
MEMBER

By: 

Marilyn S. Moffitt, as Trustee of the Marilyn S. Moffitt Revocable Trust originally dated October 20, 1987 as restated on April 4, 2001 (and as it may be subsequently amended)
MEMBER

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared BAYARD LLOYD MOFFITT, in his capacity as the Trustee of the BAYARD LLOYD MOFFITT Revocable Trust originally dated October 20, 1987 as restated on April 4, 2001, the signor who appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of August, 2004.

Fran Silberman
Notary Public
State of Florida at Large
My Commission No. is:

My Commission Expires:



SECRETARY OF STATE
DIVISION OF CORPORATE & BUSINESS SERVICES
FEB 16 PM 3:30

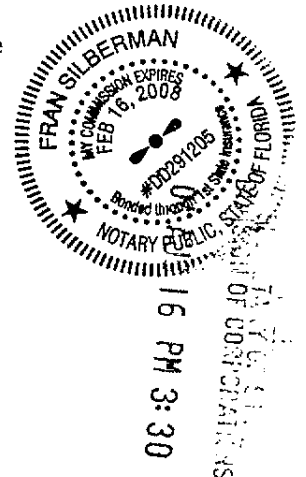
STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared MARILYN S. MOFFITT, in her capacity as the Trustee of the MARILYN S. MOFFITT Revocable Trust originally dated October 20, 1987 as restated on April 4, 2001, the signor who appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of August, 2004.

Fran Silberman
Notary Public
State of Florida at Large
My Commission No. is:

My Commission Expires:



**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:

That **MOFFITT MOTORS, L. L.C.**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Riviera Beach, State of Florida, has named **Omar del Rio, C.P.A.**, as its agent to accept service of process.

Signature: _____

B. Bayard Lloyd Moffitt
BAYARD LLOYD MOFFITT, as Trustee

Signature: _____

Marilyn S. Moffitt
MARILYN S. MOFFITT, as Trustee

Title: _____

Incorporating Members

Date: _____

8/5/04

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:



OMAR del RIO, C.P.A.



DATE

SECTION 608.14, F.S.
DIVISION OF CORPORATE REGISTRATION
04 AUG 16 PM 3:30