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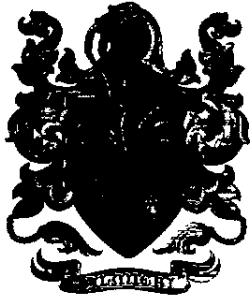
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Bud Palmieri Companies Inc

Romantic Homes by Bud Palmieri, Inc.

PalmCorp, Inc. Construction Services

September 16, 2004

Registration Section
Division of Corporations
409 E Gaines Street
Tallahassee, FL 32399

RE: Formation of Auto Investors L.L.C.
307 Tequesta Drive Suite 101
Tequesta, FL 33469

Please find enclosed the following:

Transmittal Letter
Articles of Organization
Check 2885 in the amount of \$125.00 covering fees

If you have any questions, please call 561-748-2205.

Sincerely,

Bud Palmieri
Bud Palmieri

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Auto Investors L.L.C.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bud Palmieri

(Name of Person)

Auto Investors L.L.C.

(Firm/Company)

PO Box 2339

(Address)

Jupiter, FL 33468

(City/State and Zip Code)

For further information concerning this matter, please call:

Bud Palmieri

(Name of Person)

at (561) 748-2205

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Auto Investors L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

307 Tequesta Drive - Suite 101

Tequesta, FL 33469

Mailing Address:

PO Box 2339

Jupiter, FL 33468

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Bud Palmieri

Name

307 Tequesta Drive - Suite 101

Florida street address (P.O. Box **NOT** acceptable)

Jupiter,

FLORIDA 33469

City, State, and Zip

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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..

Bud Palmieri

Registered Agent's Signature

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

Bud Palmieri - MGR

307 Tequesta Drive - Suite 101

Tequesta, FL 33468

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(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.)

Bud Palmieri

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)