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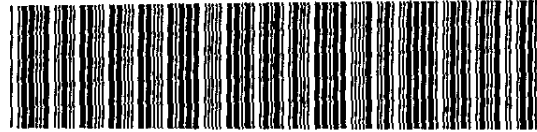
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

J. BROWN DEC 17 2004

MICHAEL J. McDERMOTT, P.A.

Attorneys At Law

791 WEST LUMSDEN ROAD • BRANDON, FLORIDA 33511

MICHAEL J. McDERMOTT
RICKY L. THACKER

TELEPHONE (813) 654-3131
FACSIMILE (813) 654-0052

December 8, 2004

The Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Organization for
STUART AUTOMOTIVE OPERATIONS, LLC
Our File No.: 04-0362

To Whom It May Concern:

Enclosed please find the following documents to file of record to create the noted limited liability company.

1. Articles of Organization
2. Designation of Registered Agent/Office.
3. A Copy for Certification.
4. A check in the amount of \$160.00 for following costs:
 - a. Filing Fee for Articles of Organization \$125.00
 - b. Designation of Registered Agent/Office 30.00
 - c. Certified copy 5.00

I have included a self addressed stamped envelope so that you can return a certified copy of the Articles of Organization once they have been filed.

Should you have any additional information, please do not hesitate to call.

Sincerely,

Michael J. McDermott

Michael J. McDermott, Esquire

MJM\jwj
Enclosures

J:\Woods\2004\04-0362\Secretary of State

Dictated by Michael J. McDermott and mailed without his review to avoid further delay.

ARTICLES OF ORGANIZATION

for

STUART AUTOMOTIVE OPERATIONS, L.L.C.

A Florida Limited Liability Company

ARTICLE I NAME

The name of the Limited Liability Company is: STUART AUTOMOTIVE OPERATIONS, L.L.C.

ARTICLE II ADDRESS

The street address of the principal office of the Limited Liability Company is: 9207 Adamo Drive, Tampa, Florida 33619. The mailing address of the Limited Liability Company is 9207 Adamo Drive, Tampa, Florida 33619.

ARTICLE III DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by the Members and the name and address of the Managing Member is:

S. WOODS ENTERPRISES, INC., a Florida Corporation
9207 Adamo Drive, Tampa, Florida 33619

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be as provided in the Company's Operating Agreement.

ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the limited liability company shall be as provided in the Company's Operating Agreement.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 6TH day of December, 2004.

S. WOODS ENTERPRISES, INC.
A Florida Corporation

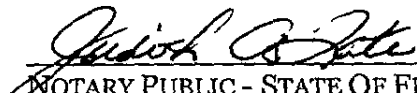
By: 

SANFORD L. WOODS, SR., President
9207 Adamo Drive
Tampa, Florida 33619

State Of Florida
County Of Hillsborough }

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me SANFORD L. WOODS, SR., President, S. WOODS ENTERPRISES, INC., a Florida Corporation, known to me and known by me to be the person who executed the foregoing Articles of Organization, who took an oath, and he acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6TH day of December, 2004.



NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

JUDITH A. TATE
Notary Public, State of Florida
My comm. exp. Jan. 22, 2006
Comm. No. DD 085716

J:\Woods\2004\04-0362\Articles of Organization

2004 DEC 10 PM 2:09
TALLAHASSEE, FLORIDA

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

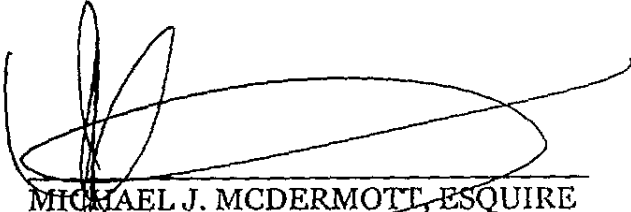
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/ REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: STUART AUTOMOTIVE OPERATIONS, L.L.C.

2. The name and address of the registered agent and office is: MICHAEL J. MCDERMOTT, ESQUIRE, 791 West Lumsden Road, Brandon, Florida 33511.

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 obligation of my position as registered agent.

Date: 12-6-04


MICHAEL J. MCDERMOTT, ESQUIRE
MICHAEL J. MCDERMOTT, P.A.
791 West Lumsden Road
Brandon, Florida 33511
Telephone (813) 684-3131
Registered Agent for STUART
AUTOMOTIVE OPERATIONS, L.L.C.