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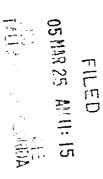
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## WALROTH-SADURNI W MENDOZA-TIRADO

ANSTON AND THE PROPERTY OF THE

ATTORNEYS & FOREIGN LAW CONSULTANTS

SUNTRUST PLA7A
201 ALHAMBRA CIRCLE
SUITE 502
CORAL GABLES, FLORIDA
2 C 33134
TFL 305 442,2558
FAX 305,442,9882

TORRE ARCOS
PISO 5
PASEO DE LOS TAMARINDOS NO.400-A
COLONIA BOSQUES DE LAS LOMAS
C.P.05120 MÉXICO D.T., MÉXICO
TEL.52 555 261 4428
FAX 52.555,261,4310

Miami, Florida; 23 March 2005

Secretary of State Division of Corporations State of Florida Post Office Box 6327 409 E. Gaines Street Tallahassee, Florida 32399

Re: Articles of Organization: TPD Automotive, L.L.C.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Organization of **TPD Automotive**, **L.L.C.**, a Florida *Limited Liability Company*. We would appreciate your filing of these and sending us a certified copy with the applicable filing information in the enclosed self-addressed, stamped envelope. We are enclosing our firm's check in the amount of \$125.00 to cover the following costs:

Filing Fee \$100.00
Registered Agent Fee 25.00

Total \$125.00

Thank you for your prompt attention to this matter.

MIAMI

Very truly yours

Stephen P. Walroth-Sadumi, J.D.

Enclosures (as noted). SPWS:nr LLC Art Orgn Ltr.wpd

MEXICO D.F.

## ARTICLES OF ORGANIZATION TPD AUTOMOTIVE, L.L.C.

The undersigned member hereby executes and acknowledges these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with the laws of the State of Florida:

#### ARTICLE I Name

The name of this Limited Liability Company shall be: TPD AUTOMOTIVE, L.L.C.

## ARTICLE II Existence and Period of Duration

In accordance with Section 608.409, Florida Statutes, the existence of this Limited Liability Company shall commence on the date these Articles of Organization are filed by the Department of State after subscription and execution. The duration of this Limited Liability Company thereafter shall be perpetual.

ARTICLE III
Principal Office

The street address of the principal office of the Limited Liability Company shall be located attractions.

4524 NE 22nd Road Fort Lauderdale, Florida 33308

The mailing address of the principal office of the Limited Liability Company shall be:

4524 NE 22<sup>nd</sup> Road Fort Lauderdale, Florida 33308

## ARTICLE IV Registered Office and Registered Agent

The initial registered office of this Limited Liability Company shall be located at 201 Alhambra Circle, Suite 502, Coral Gables, Florida 33134; and the initial Registered Agent of this Limited Liability Company at such office shall be Stephen P. Walroth-Sadurní. This Limited Liability Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE V Admission of Additional Members

The Members of this Limited Liability Company shall have the right to admit new Members upon the affirmative vote of TWO THIRDS (2/3) of the existing Members, and the payment of the consideration deemed appropriate for the capital or equity interest of the additional Member.

### ARTICLE VI Incapacity of a Member

The remaining Members of this Limited Liability Company shall have the right to continue the business of this Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of said Member, or until its successor is elected and qualifies.

#### **ARTICLE VII**

#### Management of the Limited Liability Company

Pursuant to Florida Statute § 608.407 (1) (g) (2), the management of this Limited Liability Company is reserved to the Managing Members, who names and addresses are:

Articles of Organization Page 3

<u>Name</u>

<u>Address</u>

Timothy P. Davis

4524 NE 22<sup>nd</sup> Road Fort Lauderdale, Florida 33308

**IN WITNESS WHEREOF**, the undersigned member has executed these Articles of Organization for the uses and purposes therein stated.

Timothy P. Davis, as Member

FILED
05 MAR 25 AM II: 15

Articles of Organization Page 4

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, on this 24<sup>th</sup> day of March 2005, personally appeared **Timothy P. Davis** who is

- to me well known to be the person described in and who signed the foregoing Articles of Organization; or,
- produced the following identification:

and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

**NOTARY PUBLIC** 

My Commission Expires:

MR 25 AM II: I

## ACCEPTANCE OF SERVICE AS REGISTERED AGENT

(Fla Stat. §607.0501)

The undersigned, Stephen P. Walroth-Sadurní, having been named as registered agent to accept service of process for **TPD Automotive**, **L.L.C.**, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statues.

DATED this 24th day of March 2005.

Stephen P. Walroth-Sadurni

05 MAR 25 AM III: 15