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Division of Corporations

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Florida Department of State  
Division of Corporations  
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FLORIDA DEPARTMENT OF STATE

Division of Corporations  
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EFFECTIVE DATE  
5/27/05

From:

Account Name : ADAM R. SCHIFFMAN, P.A.  
Account Number : I20000000100  
Phone : (305) 682-1328  
Fax Number : (305) 682-0063

**LIMITED LIABILITY COMPANY**

**GM FINANCIAL HOLDINGS, LLC**

Certificate of Status	1
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AVENTURA, FLORIDA 33180  
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**FACSIMILE TRANSMITTAL SHEET**

**TO:**

**NAME:**

**FIRM/COMPANY:** Florida Department of State - Division of Corporations  
ELECTRONIC FILING

**TELEFAX NUMBER:** (850) 205-0383

**FROM:** ADAM R. SCHIFFMAN, ESQUIRE  
(The original of this document is being retained by the sender but will be transmitted by mail upon request).

**OUR FILE #:** GM FINANCIAL HOLDINGS, LLC

**DATE:** May 27, 2005

**TOTAL NUMBER OF PAGES (INCLUDING TRANSMITTAL SHEET): 5**

**COMMENTS:** See attached.

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SECRET  
MAY 31 2005

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**ARTICLES OF ORGANIZATION  
OF  
GM FINANCIAL HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the limited liability company is **GM FINANCIAL HOLDINGS, LLC** (the "Company").

**ARTICLE II  
DURATION**

The period of the Company's duration shall commence on **May 27, 2005** and shall be perpetual, unless the Company is dissolved as provided for by law, by these Articles of Organization or in the Regulations ("Regulations") of the Company.

**ARTICLE III  
MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is c/o **Adam R. Schiffman, P.A., 2999 N.E. 191<sup>st</sup> Street, Suite 900, Aventura, Florida 33180.**

**ARTICLE IV  
PURPOSES AND POWERS**

The purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers which a limited liability company may have under the laws of the State of Florida.

**ARTICLE V  
NAME AND ADDRESS OF  
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida is **Adam R. Schiffman, Esquire, 2999 N.E. 191<sup>st</sup> Street, Suite 900, Aventura, Florida 33180.** A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

ARTICLE VI  
ADMISSION OF NEW MEMBERS

Members of the Company shall have the right to admit additional members to the Company only with the written consent of a majority in interest of the members of the Company and upon such terms and conditions as shall be determined by such members.

ARTICLE VII  
TERMINATION OF EXISTENCE

The death, retirement, resignation, expulsion, termination of employment by the Company, conviction of a crime, bankruptcy or dissolution of a Member shall not dissolve the Company unless a majority in interest of the remaining Members consents to dissolve the Company.

ARTICLE VIII  
MANAGEMENT

The Company shall be managed by managers in accordance with the Regulations of the Company. Initially, there shall be one manager of the Company. Thereafter, the number of managers shall be determined as provided in the Regulations of the Company. The managers shall be elected by the members as prescribed and provided in the Regulations of the Company and by Florida law. The managers shall hold the offices and have the responsibilities set forth in the Regulations of the Company. The Regulations of the Company may also contain any other provisions for the regulation and management of the affairs of the Company not inconsistent with law or with these Articles of Organization. The names and addresses of the initial managers who are to serve as managers until the first annual meeting of members or until their respective successor is elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
ADAM R. SCHIFFMAN, ESQUIRE	2999 N.E. 191 Street, #900 Aventura, Florida 33180

IN WITNESS WHEREOF, the undersigned organizing member has executed these Articles of Organization this 27<sup>th</sup> day of May, 2005.

By: 

ADAM R. SCHIFFMAN, ESQUIRE

**STATEMENT OF ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of Adam R. Schiffman, Esquire, and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process. The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: May 27, 2005.

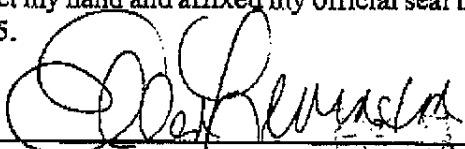
REGISTERED AGENT:

  
ADAM R. SCHIFFMAN, ESQUIRE

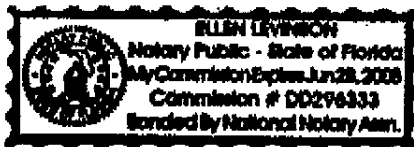
STATE OF FLORIDA                     )  
  ) ss.  
COUNTY OF MIAMI-DADE            )

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Adam R. Schiffman, Esquire, known to me and known to be the person who, as organizing Member and Registered Agent, executed the foregoing Articles of Organization of GM FINANCIAL HOLDINGS, LLC, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 27<sup>th</sup> day of May, 2005.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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