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07/10/05

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2005 JUN 28 AM 10:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W05-29547
J. BRIDEN JUN 15 2005

J. BRIDEN JUN 29 2005

ROBERT R. FOSTER
ATTORNEY AT LAW

MAILING ADDRESS:
POST OFFICE BOX 41
DELAND, FLORIDA 32721-0041

108 WEST RICH AVENUE
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(386) 734-8224
FAX: (386) 822-9664

June 7, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32315

Re: Prime Car Auto Finance LLC

Gentlemen:

Enclosed you will find the following:

1. Original and one copy of Articles of Incorporation;
2. Two checks payable to the Department of State in the total amount of \$155.00 for filing fee, certified copy of Articles and registered agent fee.

Please file the Articles and forward the certified copy to me. If you have any questions, please do not hesitate to contact me.

Very truly yours,


Robert R. Foster

RRF:mj

Enc.

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TALLAHASSEE, FLORIDA



6/22/05

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 15, 2005

ROBERT R. FOSTER
PO BOX 41
DELAND, FL 32721-0041

SUBJECT: PRIME CAR AUTO FINANCE LLC
Ref. Number: W05000029547

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TALLAHASSEE, FLORIDA

We have received your document for PRIME CAR AUTO FINANCE LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on June 9, 2005. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 805A00041527

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
PRIME CAR AUTO FINANCE LLC

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

ARTICLE I
NAME

EFFECTIVE DATE
07/10/05

The name of the limited liability company shall be PRIME CAR AUTO FINANCE LLC ("Company"). The principal place of business of the Company in Florida shall be 2210 North Woodland Boulevard, DeLand, Florida 32720.

ARTICLE II
DURATION

The Company shall commence its existence on July 10, 2005. The Company's existence shall continue in perpetuity.

ARTICLE III
PURPOSES AND POWERS

The general purpose for which the Company is organized is to finance the purchase of automobiles and real property and 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 granted to a limited

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liability company under the laws of the State of Florida.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is Jeffery A. Beauregard, whose address is 2431 East New York Avenue, DeLand Florida 32724.

ARTICLE V

CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

NAME	CAPITAL CONTRIBUTION
Jeffery A. Beauregard	\$1,000.00

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

ARTICLE VII

ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in

the Company as set forth in the regulations of the Company, but the transferee shall have not right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII

TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there is at least one (1) remaining member.

ARTICLE IX

MANAGEMENT (MANAGEMENT BY MEMBERS)

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

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2005 JUN 28 AM 10:24
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TALLAHASSEE, FLORIDA

NAME

ADDRESS

JEFFREY A. BEAUREGARD

2431 East New York Avenue
DeLand, Florida 32724

IN WITNESS WHEREOF, the undersigned organizer has made and
subscribed these Articles of Organization at DeLand, Florida, for
the foregoing uses and purposes this 10th day of
May, 2005.

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TALLAHASSEE, FLORIDA

[Handwritten Signature]
JEFFREY A. BEAUREGARD

STATE OF FLORIDA
COUNTY OF VOLUSIA

Personally appeared before me, JEFFREY A. BEAUREGARD, who is
personally known to me and to me well known to be the person
described in and who executed the foregoing Articles of
Organization and he acknowledged before me that he signed, sealed
and acknowledged the same at the time, place and in the manner
and for the uses and purposes as therein set forth and contained.

WITNESS my hand and official seal this 10th day of
May, 2005.



[Handwritten Signature]
Print Name: Cheryl N. Bell
Notary Public, State of Florida
My Commission Expires: 4/9/08
Commission Number: DD 299714

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of
Organization of PRIME CAR AUTO FINANCE, LLC, as the registered
agent of this limited liability company, hereby consents to his
appointment as registered agent of the Company.

[Handwritten Signature]
JEFFREY A. BEAUREGARD, Registered Agent