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05 SEP -6 PM 4:00  
STATE  
TALLAHASSEE FLORIDA

EDWARD T. CULBERTSON  
ATTORNEY AT LAW  
3621 CENTRAL AVENUE  
ST. PETERSBURG, FLORIDA 33713  
ALSO ADMITTED TO PENNSYLVANIA BAR  
AND U. S. COURT OF VETERANS APPEALS  
TELEPHONE (727) 327-7526

September 1, 2005

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: O'FOX AUTO CLASSICS, L.L.C.

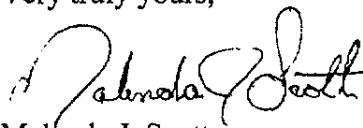
Dear Sir or Madam:

I am enclosing the original and one (1) copy of the Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the amount of \$160.00 as payment for the following:

Filing Fee	\$125.00
One (1) Certified Copy	\$ 30.00
Registration of Registered Agent	\$ 5.00

Please certify the executed copy of the Articles of Incorporation and return it to our office in the self addressed stamped envelope provided. Thank you for your attention to this matter. If you have any questions, please feel free to contact me.

Very truly yours,

  
Malenda J. Scott  
Legal Secretary

Enclosures

ARTICLES OF ORGANIZATION  
OF  
O'FOX AUTO CLASSICS, L.L.C.

FILED  
05 SEP -6 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby subscribe to these Articles of Organization to form a limited liability company under the laws of the State of Florida.

I.

The name of the organization is O'FOX AUTO CLASSICS, L.L.C.

II.

This organization is formed for the purpose of buying, selling, repairing, restoring, renovating, servicing, marketing, and the general handling of automobiles, motorcycles, and other vehicles, and of the transaction of any or all lawful business for which limited liability companies may be organized under Florida Statutes, Chapter 608.

III.

The period of duration of this organization is perpetual.

IV.

The mailing and street address of this organization's principal office and of its initial registered office is 370A Pinellas Bayway, Tierra Verde, Florida 33715, and the initial registered agent at that address is KEVIN M. HUSSEY.

V.

Additional members may be admitted to the company upon the unanimous agreement of all current members, upon such terms and conditions as such members may agree.

VI.

Upon the death, retirement, dissolution, resignation, expulsion, or bankruptcy of a member, or of any other event causing the termination of the membership of a member, the organization may continue to operate under the control of the remaining membership.

VII.

This organization shall be managed by its members. The names and addresses of the initial members of this organization are:

KEVIN M. HUSSEY  
370A Pinellas Bayway  
Tierra Verde, Fl 33715

KENT J. HUSSEY  
15805 Savona Way  
Naples, Fl 34110

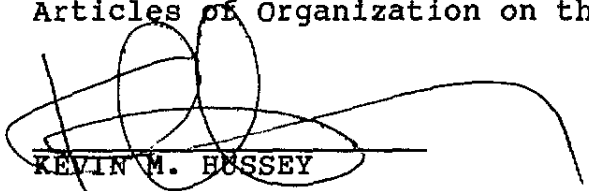
SEAN C. HUSSEY  
21 Winthrop Avenue  
Birmingham, Al 35213

VIII.

The name and address of the person signing these Articles is:

KEVIN M. HUSSEY  
370A Pinellas Bayway  
Tierra Verde, Fl 33715

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization on the 1 day of September, 2005.

  
KEVIN M. HUSSEY

Having been named as Registered Agent and to accept service of process for this organization at the address designated above, 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.

  
KEVIN M. HUSSEY

STATE OF FLORIDA     )  
COUNTY OF PINELLAS )

BEFORE ME, the undersigned authority, this day personally appeared KEVIN M. HUSSEY, to me well known to be the individual described in and who executed the above and foregoing Articles of Organization of O'FOX AUTO CLASSICS, L.L.C., and he acknowledged before me that he executed the Articles freely and voluntarily for the uses and purposes therein expressed, and that he acknowledged before me that he subscribed his signature to the foregoing Articles of Organization as accepting the designation as Resident Agent for said company, freely and voluntarily.

WITNESS my hand and official seal at St. Petersburg, last mentioned County and State, this 1 day of September, 2005.

  
Notary Public - State of Florida



EDWARD T. CULBERTSON  
MY COMMISSION # DD 148287  
EXPIRES: September 22, 2006  
Renders Thru Excellent Notary Services