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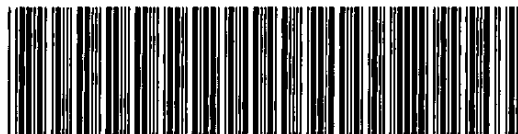
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George N. Klimis, P.A.

George N. Klimis, Esquire
Attorney at Law
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Tarpon Springs, Florida 34689
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May 23, 2006

VIA UPS OVERNIGHT MAIL

Secretary of State
Division of Corporations
Corporate Records Bureau
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Organization of Suncoast Exotic Autos, L.L.C.

Dear Sir:

Enclosed are two (2) original Articles of Organization for Suncoast Exotic Autos, L.L.C. Also, enclosed is my firm's check for \$125.00 for filing of the same.

After processing and filing the original Articles of Organization, please endorse your approval on the duplicate copy and forward the same to my office to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: _____

George N. Klimis, Esquire

GNK/bac

Enclosures: As referenced above

ARTICLES OF ORGANIZATION
OF
SUNCOAST EXOTIC AUTOS, L.L.C.

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The undersigned persons, acting as the organizers of **SUNCOAST EXOTIC AUTOS, L.L.C.**, (The "Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopt the following Articles of Organization:

ARTICLE I. NAME AND ADDRESS

The name and address of the Company is: **SUNCOAST EXOTIC AUTOS, L.L.C.**, located at 1428 U.S. Highway 19 North, Holiday, Florida 34691.

ARTICLE II. COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Company will commence upon filing, and the existence of the Company will continue perpetually.

ARTICLE III. PURPOSE

The Company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Act.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is 27 East Orange Street, Tarpon Springs, Florida 34689, and the name of the Company's initial registered agent at that address is GEORGE N. KLIMIS.

ARTICLE V. ADDITIONAL CAPITAL CONTRIBUTIONS

The members shall make additional capital contributions, from time to time, as required by the Company's regulations.

ARTICLE VI. ADMISSION OF SUBSTITUTE OR ADDITIONAL MEMBERS

Additional or substitute members may be admitted only upon the unanimous written approval of the members of the Company in a manner set forth in its regulations.

ARTICLE VII. MANAGEMENT OF COMPANY

The business of the Company shall be managed by the Manager who shall be elected annually by the members of the Company in a manner set forth in the regulations. The Manager shall have the power and authority to act on behalf of the Company as provided in the Florida Limited Liability Company Act, including, specifically, without limitation, Section 608.404, Section 608.404(1), and Section 608.425, and shall also hold the offices and have the responsibilities accorded by the members which are more particularly described in its regulations and any other Agreement that may be entered into between the members and the Manager. The name and address of the initial Manager is as follows:

**George Lonjak
1428 U.S. Highway 19 North
Holiday, Florida 34691**

The Manager shall serve in that capacity until the first annual meeting of members or until a successor is elected and qualified.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company is vested exclusively in the members of the Company.

ARTICLE IX. ORGANIZER

The name and street address of the organizer executing these Articles of Organization: GEORGE N. KLIMIS, whose mailing address is 27 East Orange Street, Tarpon Springs, Florida 34689.

ARTICLE X. AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all the members, shall be as preached by the Secretary of State of Florida and shall be sworn and subscribed to by all the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.

24th IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this day of May, 2006.

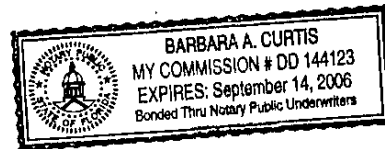


GEORGE N. KLIMIS

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing Articles of Organization were acknowledged before me this 27th day of May, 2006, by **GEORGE N. KLIMIS**, who is personally known to me or has produced proper identification and who did not take an oath.

signed: Barbara A. Curtis
printed: Barbara A. Curtis
Notary Public - State of Florida



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415 or 608.507, Florida Statutes, the following is submitted:

That **SUNCOAST EXOTIC AUTOS, L.L.C.** desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Article of Organization, located at 27 East Orange Street, Tarpon Springs, Florida 34689, has named **GEORGE N. KLIMIS**, as its agent to accept service of process within the State of Florida.

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 obligations of my position as registered agent.

DATED this 24th day of May, 2006.



GEORGE N. KLIMIS

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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