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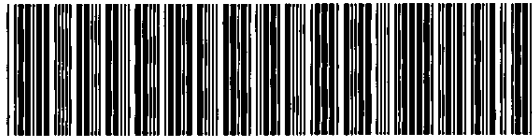
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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2006 JUN 21 PM 2:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Naples Auto Wholesale, LLC

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- ___ Art of Inc. File
- ___ LTD Partnership File
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- ☒ L.C. File
- ___ Fictitious Name File
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- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval

Signature

Requested by:

Name

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Time

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ARTICLES OF ORGANIZATION
OF
NAPLES AUTO WHOLESALE, LLC
(a Florida Limited Liability Company)

FILED
2006 JUN 21 PM 2:25
TALLAHASSEE, FL 32304
SECRETARY OF STATE

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608.401, et seq., Florida Statutes (the "Act"), do sign, acknowledge and deliver in duplicate to the Secretary, Florida Department of State, these Articles of Organization.

ARTICLE I
Name

The name of the limited liability company (hereinafter referred to as the "Company") shall be Naples Auto Wholesale, LLC.

ARTICLE II
Duration

The Company shall exist perpetually from the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida unless sooner dissolved according to law.

ARTICLE III
Registered Agent and Office

The mailing address and street address of the principal office of the Company is 470 Commercial Boulevard, Naples, FL 34104.

The Company's initial registered agent will be Michael Sanzera.

The Company's original registered office address, together with its principal place of business in Florida is 470 Commercial Boulevard, Naples, Florida 34104.

ARTICLE IV
Contributions

All initial amounts of capital contributions (including cash and/or any other property) shall be contributed by the members of the Company.

ARTICLE V
Management

This is a member managed company.

ARTICLE VI
Additional members and transfer of membership

Additional members may be admitted to the Company upon the unanimous consent of all members of the Company unless any Operating Agreement adopted by the Company provides otherwise. No member shall have the right nor the ability to transfer any interest or membership in the Company without the prior written unanimous agreement of all of the members of the Company.

ARTICLE VII
Indemnification and Liability

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act of omission in the manager's capacity as a manager, except that this Article VII does not eliminate or limit the liability of a manager to the extent that the manager is found liable for (i) a breach of the manager's duty of loyalty to the Company or its members; (ii) an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of the manager is expressly provided by an applicable statute.

ARTICLE VIII
Action of Members

Any action required by law to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members may be taken without a meeting without prior notice provided consent to the action shall be executed by the membership interest having not less than the minimum number of votes that would be necessary to take the action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the members in accordance with this Article shall be provided to those members who did not consent in writing to the action.

In Witness Whereof, the parties have entered into, executed and made these Articles of Organization as of the date of filing.

Members:

Donald Sanzera
Donald Sanzera


Michael Sanzera
Michael Sanzera

Grant LaFrinier
Grant LaFrinier

STATE OF FLORIDA
COUNTY OF LEE

I hereby certify that on this day personally appeared before, an officer duly authorized to administer oaths and take acknowledgement, Donald Sanzera, who is personally known to me or who has produced known as identification and who did () take an oath (☒) did not take an oath, and he/she acknowledged before me that he/she executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal at Naples, County of Collier and State of Florida, this 19 day of June, 2006.

 Daniel Klimmek
My Commission DD245985
Expires September 28, 2007


(Sign) DK

(Print) Daniel Klimmek
My commission expires: 9-26-07

STATE OF FLORIDA
COUNTY OF LEE

I hereby certify that on this day personally appeared before, an officer duly authorized to administer oaths and take acknowledgement, Michael Sanzera, who is personally known to me or who has produced known as identification and who did () take an oath (☒) did not take an oath, and he/she acknowledged before me that he/she executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal at Naples, County of Collier and State of Florida, this 19 day of June, 2006.

 Daniel Klimmek
My Commission DD245985
Expires September 28, 2007

(Sign) DK

(Print) Daniel Klimmek
My commission expires: 9-26-07

STATE OF FLORIDA
COUNTY OF LEE

I hereby certify that on this day personally appeared before, an officer duly authorized to administer oaths and take acknowledgement, Grant LaFrinier, who is personally known to me or who has produced DL# L165-284-56-246570 as identification and who did () take an oath (☒) did not take an oath, and he/she acknowledged before me that he/she executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal at Naples, County of Collier and State of Florida, this 19 day of June, 2006.



Daniel Klimmek
My Commission DD245985
Expires September 26, 2007

(Sign) [Signature]

(Print) Daniel Klimmek

My commission expires: 9-26-07

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Company, at the place designated in these Articles of Organization, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

[Signature]
Michael Sanzera
Registered Agent