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Account Number : 110432003053 Phone : (305)672-0686 Fax Number : (305)672-9110 EFFECTIVE DATE

# FLORIDA/FOREIGN LIMITED LIABILITY CO.

#### **GOLD Autos LLC**

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November 21, 2006

FLORIDA DEPARTMENT OF STATE

CORPORATE CREATIONS INTERNATIONAL DIVISION of Corporations

SUBJECT: GOLD AUTOS LLC

REF: W06000050798

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You must insert the letters " MGRM" in the block above the name and 2 address of each managing member and/or the letters "MGR" in the block above the name and address of each manager listed.

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P.O BOX 6327 - Tallahassec, Florida 32314

#### H06000279710

# ARTICLES OF ORGANIZATION

#### Article I. Name

The name of this Florida limited liability company is: GOLD Autos LLC

#### Article II. Address

The street and mailing address of the Company's initial principal office is: GOLD Autos LLC 10152 W. Indiantown Road #179 Jupiter FL 33478



#### Article III. Registered Agent

The name and street address of the Company's registered agent is:

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410

EFFECTIVE DATE

# Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686

### Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

### Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

ACTION ENTERPRISE GROUP INC. 10152 W. Indiantown Road #179 Jupiter FL 33478

DIVISION OF CORPORATIONS

DIVISION OF CORPORATIONS

OF NOV 21 AM 10: 11

## Article VII. Company Existence

The Company's existence shall begin effective as of 11/20/2006.

The undersigned authorized representative of a member executed these Articles of Organization on 11/20/2006.

CORPORATE CREATIONS INTERNATIONAL INC.

Elena S. Davila Vice President

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686

# STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY: GOLD Autos LLC



Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 UNITED STATES



I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

CORPORATE CREATIONS NETWORK INC.

Elena S. Davila, Vice President

Date: 11/20/2006.

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686