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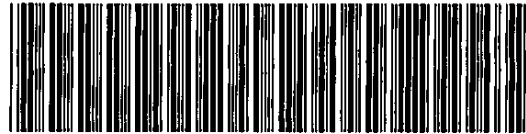
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LO6-120347
JC

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December 11, 2006

Certified Mail, # 7006 0810 0002 3470 8873

Return Receipt Requested

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Victoria Motors Holdings, LLC

Dear Sir or Madam:

Enclosed please find the following:

1. Two (2) originals of the Articles of Organization.
2. A check in the amount of \$1,008.75 made payable to the "Florida Department of State" as payment for the filing fee for Articles of Organization and certificate of status.

Please return the filed certified copy of the Articles of Organization and certificate of status to my office in the enclosed self-addressed stamped envelope.

If you have any questions, please do not hesitate to contact me.

Very Truly Yours,

Lee Dougherty

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
VICTORIA MOTORS HOLDINGS, *LLC***

ARTICLE I - NAME

The name of the limited liability company is Victoria Motors Holdings, *LLC* ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

373 N. Grove Isle Circle
Vero Beach, Florida 32962

Mailing Address:

373 N. Grove Isle Circle
Vero Beach, Florida 32962

**ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Dominic Bolli
373 N. Grove Isle Circle
Vero Beach, Florida 32962

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 as provided for in Chapter 608, F.S..



Dominic Bolli

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV - MANAGERS OR MANAGING MEMBERS

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

MGR

Dominic Bolli
373 N. Grove Isle Circle
Vero Beach, Florida 32962

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TALLAHASSEE, FLORIDA

ARTICLE VI - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the 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 no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Dominic Bolli

Typed or printed name of signee