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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Carroll/Kendall Acquisition, LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☒ Change of Registered Agent
- ☒ Dissolution/Withdrawal cc
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF DISSOLUTION  
OF  
CARROLL/KENDALL ACQUISITION, LLC**

**FILED**  
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TALLAHASSEE, FLORIDA

1. The name of the limited liability company is **CARROLL/KENDALL ACQUISITION, LLC**.
2. The Articles of Organization were filed on August 20, 2007 and assigned document number L07000085133.
3. The dissolution of the limited liability company was approved on August 22, 2007.
4. Pursuant to Section 608.441(1)(c), Florida Statutes, the limited liability company was dissolved upon the written consent of the members of the limited liability company. A copy of such Written Consent is attached hereto.
5. Adequate provision has been made for all debts, obligations and liabilities of the limited liability company pursuant to Section 608.4421, Florida Statutes.
6. All remaining property and assets have been distributed to the members.
7. There are no suits pending against the limited liability company in any court.

(Signatures on next page)

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution  
this 22 day of August, 2007.

MEMBERS:


**COURTESY FORD, LLC, a Delaware limited  
liability company**

**By: GROUP 1 FL HOLDINGS, INC., a  
Delaware corporation, its Sole Member**

By:   
Name: John C. Rickel  
Title: Vice-President

**G1R FLORIDA, LLC, a Delaware limited  
liability company**

**By: GROUP 1 REALTY, INC., a Delaware  
corporation, its Sole Member**

By:   
Name: John C. Rickel  
Title: President

**UNANIMOUS WRITTEN CONSENT OF THE MEMBERS  
OF  
CARROLL/KENDALL ACQUISITION, LLC**

The undersigned, being all of the members (the "Members") of **CARROLL/KENDALL ACQUISITION, LLC**, a Florida limited liability company (the "Company"), do hereby consent to the adoption and approval of the following resolutions:

**Adoption of Plan of Complete Liquidation and Dissolution**

WHEREAS, the Members of the Company deem it advisable and in the best interest of the Company and themselves that the Company be completely liquidated and dissolved under the laws of the State of Florida;

**NOW, THEREFORE BE IT RESOLVED**, that the Company be completely liquidated pursuant to the following Plan of Complete Liquidation:

1. The Members of the Company are authorized and directed to proceed promptly to wind up the Company's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. As soon as practicable, the Members shall wind up the affairs of the Company; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if the Members deem such a reserve to be desirable; and, distribute to the Members any remaining assets of the Company subject to any remaining unpaid liabilities.
3. If a reserve is established to meet claims against the Company, the Members shall arrange for the distribution of any unused balance of such reserve to the Members as soon as practicable.
4. The Members of the Company are authorized and directed to file such forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution.
5. The Members of the Company are authorized and directed to file such forms and documents required by the Internal Revenue Service for the termination and liquidation of a partnership under the income tax laws of the United States.

**Appraisal Rights**

**FURTHER RESOLVED**, that the Members hereby waive appraisal rights contained in Sections 608.4351 through 608.43595, Florida Statutes, with respect to the liquidation of the Company.

**Other Actions**

**FURTHER RESOLVED**, that John C. Rickel, as the Manager of the Company, be, and he hereby is, authorized and directed to execute whatever instruments and documents, and take whatever additional actions he deems necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolutions.

AUG-27-2007 MON 01:47 PM

FAX NO.


P. 06

IN WITNESS WHEREOF, the undersigned have executed this Written Consent to be effective as of the 22 day of August, 2007.

MEMBERS:

**COURTESY FORD, LLC**, a Delaware limited liability company

By: **GROUP 1 FL HOLDINGS, INC.**, a Delaware corporation, its Sole Member

By:   
Name: John C. Rickel  
Title: Vice-President

**GIR FLORIDA, LLC**, a Delaware limited liability company

By: **GROUP 1 REALTY, INC.**, a Delaware corporation, its Sole Member

By:   
Name: John C. Rickel  
Title: President

Unanimous Written Consent of Member of  
Carroll/Kendall Acquisition, LLC

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