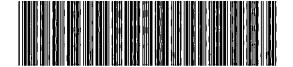
# L070W085133

(Reque	stor's Name)
(Addres	es)
(Addres	ss)
(City/Sta	ate/Zip/Phone #)
PICK-UP	WAIT MAIL
(Busine	ess Entity Name)
(Docum	nent Number)
Certified Copies	Certificates of Status
Special Instructions to Filing	g/Officer:





800108439388

08/27/07--01009--007 \*\*52.50

08/27/07--01009--008 \*\*15.00

SECRETARY OF STATE NOT WEEK WE ALLAHASSEF, FLORID & WEEKING WEEK WE

RECEIVED

DEPARTMENT OF STATE

OF VISION OF CORPORATION

Sonstate Research	arch		
Address  City/State/Zip Phone #	5454	Office Use Only State	
CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):			
1. Carrol Kendal Agustun (EC)			
2. (Corporation Name)	(Document #)		
3(Corporation Name)	(Document #)		
4.			
(Corporation Name)	(Document #)		
Walk in Pick up time		Certified Copy	
Mail out Will wait	Photocopy	Certificate of Status	
<u>NEW FILINGS</u>	<u>AMENDMENTS</u>		
Profit	Amendment		
Not for Profit	Resignation of R.A	., Officer/Director	
Limited Liability	Change of Register	ed Agent	
Domestication Other	Dissolution/Withdr	awa!	
OTHER FILINGS	REGISTRATION/QU	ALIFICATION	
☐ Annual Report	☐ Foreign	<del></del>	
Fictitious Name	Limited Partnership		
·	Reinstatement Trademark Other	ز	
		Examiner's Initials	
CR2E031(7/97)		tanan and a second	

## ARTICLES OF DISSOLUTION

## OF

# CARROLL/KENDALL ACQUISITION, LLC

- 1. The name of the limited liability company is CARROLL/KENDALE 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  $2 \ge 2$  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: Title: John C. Rickel

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.

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

Name: Title: John C. Rickel Vice-President

GIR FLORIDA, LLC, a Delaware limited liability company

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

Name:

John C. Rickel

Title:

President

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