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FLORIDA/FOREIGN LIMITED LIABILITY CO.

RPM Automotive - Queen's Harbour, LLC

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ARTICLES OF ORGANIZATION**OF****RPM AUTOMOTIVE – QUEEN'S HARBOUR, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I**Name; Address**

The name of the limited liability company (the "Company") is RPM Automotive – Queen's Harbour, LLC, and the address of the principal office and mailing address of the company is at 9148 Phillips Highway, Jacksonville, Florida 32256-13080.

Article II**Initial Registered Office and Agent**

The street address of the initial registered office of this company is 50 N. Laura Street, Suite 2200, Jacksonville, Florida 32202 and the name of the initial registered agent of this company at that address is Michael A. Walters.

Article III

The Company is to be member-managed.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 11 day of October, 2007.




Name: Michael A. Walters

Authorized Representative

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HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE STATED COMPANY, I HEREBY AGREE TO ACT IN THAT CAPACITY, AND IF FURTHER STATE THAT I AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS OF THAT POSITION.


Michael A. Walters

Dated: October 11, 2007

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