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To: Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

paladin auto group, llc

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**ARTICLES OF ORGANIZATION
FOR
LIMITED LIABILITY COMPANY (LLC)**

ARTICLE I - NAME

The name of the Limited Liability Company is:

Paladin Auto Group, LLC

ARTICLE II - ADDRESS

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

Mailing:

5327 Commerical Way, Suite D-122
Spring Hill, Florida 34606

Street Address:

5327 Commerical Way, Suite D-122
Spring Hill, Florida 34606

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ARTICLE III - REGISTERED AGENT AND OFFICE

The name of the Registered Agent, and the Florida Street address of the Registered Agent are:

Philip Bombhoff, Jr

5327 Commerical Way, Suite D-122
Spring Hill, Florida 34606

Prepared By: Philip Bombhoff, Jr., Esq., Florida Bar No: 0066559, 5327 Commercial Way, Park Place, Suite D-122, Spring Hill FL 34606.

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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, Florida Statutes.


Philip Bomhoff, Jr.
Registered Agent

ARTICLE IV - MANAGER(S) OR MANAGING MEMBER(S)

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

Title:	Name and Address:
MGRM - Managing Member	Philip Bomhoff, Jr. 5327 Commerical Way, Suite D-122 Spring Hill, Florida 34606
MGRM - Managing Member	James W. Holliday, II 5412 Breathless Lane Lutz, Florida 33558

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Prepared By: Philip Bomhoff, Jr., Esq., Florida Bar No: 0066559, 5327 Commercial Way, Park Place, Suite D-122, Spring Hill FL 34606.

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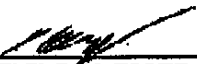
REQUIRED SIGNATURE:

(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)

IN WITNESS WHEREOF, the undersigned Managing Member has executed these articles of organization this 12 day of December, 2007.


Philip Bomhoff, Jr., Managing Member

Prepared by:


PHILIP BOMHOFF, JR., ESQ.
FL. Bar No.: 0066559
Bomhoff & Associates
5327 Commercial Way
Park Place, Suite D-122
Spring Hill FL 34606
(352) 597-0009

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