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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Auto Partners II, LLC

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ARTICLES OF ORGANIZATION
OF
AUTO PARTNERS II, LLC

The undersigned initial member of a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby submits the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company shall be Auto Partners II, LLC (the "Company").

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated in accordance with the Company's operating agreement.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. ADDRESS OF PRINCIPAL OFFICE

The initial street address of the principal office of the Company shall be:

300 Beach Drive NE, Apt 2801
St. Petersburg, FL 33701

ARTICLE V. MAILING ADDRESS

The mailing address of the Company shall be:

300 Beach Drive NE, Apt 2801
St. Petersburg, FL 33701

ARTICLE VI. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

David F. Dyer
300 Beach Drive NE, Apt 2801
St. Petersburg, FL 33701

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ARTICLE VII. WITHDRAWAL

In the event of the withdrawal (within the meaning of §608.427, Florida Statutes) of a Member pursuant to the express terms of the operating agreement, the Member shall be entitled to receive only the distributions and other payments expressly provided for in the operating agreement, regardless of whether the distributions and other payments equal the fair value of the Member's interest in the Company as of the date of resignation (within the meaning of §608.427, Florida Statutes) of the Member from the Company.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on this 21st day of December, 2007.

DYER AUTO GROUP, LLC

Member

By: David F. Dyer

David F. Dyer, Member of Dyer Auto Group, LLC

By: Harriet E. Dyer

Harriet E. Dyer, Member of Dyer Auto Group, LLC

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Registered Agent Acceptance

I hereby accept the appointment as registered agent of Dyer Partners II, LLC and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative 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.

Dated: December 21, 2007

By: David F. Dyer

David F. Dyer, Registered Agent

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