

L08000017929

Florida Department of State
Division of Corporations
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From: Account Name : SHUTTS & BOWEN LLP (ORLANDO)
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LLC DISSOLUTION OR WITHDRAWAL
DELRAY AUTO INVESTORS I, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

MAR 20 2014

FINER

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**ARTICLES OF DISSOLUTION
OF
DELRAY AUTO INVESTORS I, LLC**

Delray Auto Investors I, LLC, a limited liability company organized and existing under and by virtue of the Florida Revised Limited Liability Company Act (the "Company") does hereby submit for filing these Articles of Dissolution pursuant to Sections 605.0701 and 605.0707 of the Florida Revised Limited Liability Company Act and

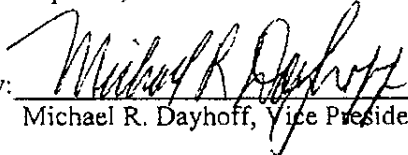
DOES HEREBY CERTIFY THAT:

- FIRST: The name of the Company is "Delray Auto Investors I, LLC."
- SECOND: The Articles of Organization were filed on February 20, 2008 and assigned Document No. L08000017929.
- THIRD: The dissolution was approved on December 31, 2013.
- FOURTH: The occurrence that resulted in the Company's dissolution is the unanimous written consent of all of the members of the Company to dissolve the Company as provided in Section 605.0701(2), Florida Statutes.
- FIFTH: All debts, obligations and liabilities of the Company have been paid or discharged.
- SIXTH: All remaining property and assets have been distributed among its Members in accordance with their respective rights and interests.
- SEVENTH: There are no suits pending against the Company in any court.
- EIGHTH: These Articles of Dissolution shall become effective the date they are filed with the Florida Department of State.


IN WITNESS WHEREOF, these Articles of Dissolution have been executed as of the 31st day of December, 2013.

MEMBERS:

PPS Equities, Inc.

By: 
Michael R. Dayhoff, Vice President

MRD Equities, Inc.

By: 
Michael R. Dayhoff, Vice President

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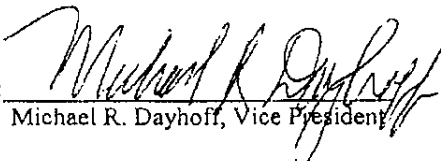
DELRAY AUTO INVESTORS I, LLCPLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. The Company elects to wind up its affairs, dissolve, and be completely liquidated in accordance with Sections 605.0701 and 605.0707 of the Florida Revised Limited Liability Company Act and this Plan of Complete Liquidation and Dissolution (the "Plan").
2. The Company shall not hereafter engage in any business activities, except for the purpose of preserving the value of its assets, winding up its affairs, and distributing its assets in accordance with the Plan. The Manager and officers shall continue in office solely for these purposes.
3. The Manager of the Company is authorized, at his discretion, to sell any or all of the assets and properties of the Company for such consideration and upon such terms and conditions as he may determine.
4. After paying or making provision for all liabilities and obligations of the Members, the Manager of the Company shall distribute to the Members of the Company, in cash or in kind, or partly in cash and partly in kind, all remaining assets of the Company.
5. The distribution in complete liquidation shall be in payment and exchange for, and in complete cancellation of, all of the membership interests of the Company.
6. The Manager of the Company shall file with the Florida Department of State Articles of Dissolution at such time as he deems appropriate.
7. The Manager of the Company is authorized and empowered to execute and file all instruments, documents, papers, tax returns, and reports, and to do any and all other things, and take any and all other actions, that he may deem necessary or desirable in order to carry out the purpose and intent of this Plan.
8. The effective date of the dissolution shall be upon filing the Articles of Dissolution with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands, in the separate capacities indicated, this 31st day of December, 2013.

MEMBERS:

PPS EQUITIES, INC.

By: 
Michael R. Dayhoff, Vice President

MRD EQUITIES, INC.

By: 
Michael R. Dayhoff, Vice President