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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

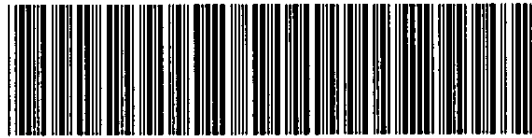
(Business Entity Name)

(Document Number)

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RECEIVED  
08 APR 21 PM 4:50  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. KOHR  
APR 22 2008  
EXAMINER

FILED  
08 APR 21 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 04/21/2008

REF. #: 000672.85530

CORP. NAME: GREAT AMERICAN AUTO AUCTION, LLC

FILED  
08 APR 21 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |                                                      |                                                 |                                                       |
|------------------------------------------------------|-------------------------------------------------|-------------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |                                                 |                                                       |
| <input type="checkbox"/> OTHER:                      |                                                 |                                                       |

STATE FEES PREPAID WITH CHECK# 525693 FOR \$ 160.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- ☒ CERTIFIED COPY      ☐ CERTIFICATE OF GOOD STANDING      ☐ PLAIN STAMPED COPY  
☒ CERTIFICATE OF STATUS

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
GREAT AMERICAN AUTO AUCTION, LLC**

FILED  
08 APR 21 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is **GREAT AMERICAN AUTO AUCTION, LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Principal Office. The mailing and street address of the Company's principal office is **8404 Wilsky Blvd., Tampa, Florida 33615.**


5. Registered Agent and Office. The name of the initial registered agent of the Company is **F & L Corp.** The street address of the initial registered agent of the Company is **One Independent Drive, Suite 1300, Jacksonville, FL 32202.**

6. Management of the Company. The management of the Company shall be vested in the managers of the Company. The initial managers of the Company are **Gary Conner** and **Focus III, Inc.**

7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned executed these Articles of Organization on the 21<sup>st</sup> day of April, 2008.

In accordance with Section 608.408(3), *Florida Statutes*, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
James R. Spoor  
Authorized Representative of Member

### ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

F & L Corp.

By: Randolph J. Wolfe  
Randolph J. Wolfe, Vice President

Dated: April 21, 2008