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Division of Corporations

Fax Number

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From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053

: (561)694-8107 Phone

: (561)694-1639 Fax Number

# LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

GUS MACHADO FORD OF KENDALL, LLC

Certificate of Status	O CONTRACTOR AND
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J. BRYAN

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# AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective March 31, 2009 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

#### Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Gus Machado Ford of Kendall, LLC Old Name:

### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on December 22, 2008.

#### Article III. Address

The Company's street and mailing address is:

Gus Machado Ford of Kendall, LLC 1200 West 49th Street Hialeah FL 33012

#### Article IV. Registered Agent

The name and street address of the Company's registered agent is: Arista, Eduardo R Esq.
Arista & Herran, PL
2655 Le Jeune Road, Suite 700
Coral Gables FL 33134

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SECRETARY OF STATE

Corporate Creations International Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 (561) 694-8107

## Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article	VI.	Mana	gement

This will be a member-managed company. The name of each managing memb GUS MACHADO FORD OF KENDALL MANAGER LLC 1200 West 49th Street Hisland FL 33012	er is:
	<del>-</del>

## Article VII. Mcmbers. The Company's members are:

Gus Machado Victor Benitez Gus Machado Ford of Kendall Manager LLC

## Article VIII. Officers. The Company's officers are:

President

Gus Machado

Secretary

Gus Machado

Treasurer

Gus Machado

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## Article IX. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

Gus M	lachado Ford of Kendall, LLC
Bv:	Veronica Ploz as attorney-in-fact
by	Veronica Padz as attorney-in-fact
Name:	Gus Machado
	President
_	March 31, 2009

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SECRETARY OF STATE

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# CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

**CORPORATION:** 

Gus Machado Ford of Kendall, LLC

REGISTERED AGENT/OFFICE:

Arista, Eduardo R Esq. Arista & Herran, PL 2655 Le Jeune Road, Suite 700 Coral Gables FL 33134 O9 APR - 1 AM 8: 47
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SECRETARY OF STATE

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

ARISTA, EDUARDO R ESQ.

Registered Agent

by Veronica Paez as attorney-in-fact

Date: April 1, 2009

Corporate Creations International Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 (561) 694-8107