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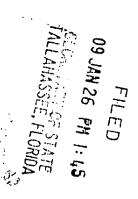


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EXAMINER





ACCOUNT NO. : 072100000032

REFERENCE: 869921

4325524

AUTHORIZATION :

COST LIMIT

ORDER DATE: January 23, 2009

ORDER TIME : 5:31 PM

ORDER NO. : 869921-010

CUSTOMER NO: 4325524

DOMESTIC FILING

NAME: CLASSIC CAR CENTER, LLC

			F ORGANIZAT				
PLEASE	RETURN	THE	FOLLOWING	AS	PROOF	OF	FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS:

CERTIFICATE OF CONVERSION FOR CLASSIC CAR CENTER, INC. ("Other Business Entity") INTO CLASSIC CAR CENTER, LLC

09 JAN 26 PA 1: 45

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into CLASSIC CAR CENTER, DUE in accordance with Section 608.439, Florida Statutes.

- 1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is CLASSIC CAR CENTER, INC.
- 2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on October 6, 2004.
- 3. The jurisdiction of the "Other Business Entity" has not changed.
- 4. The name of the Florida limited liability company as set forth in the attached Articles of Organization is CLASSIC CAR CENTER, LLC.
- 5. This conversion shall be effective in Florida on the date of filing.

Signed this 23 day of January, 2009.

#475544v1

Albert D. Wiseman, President of Classic Car Center, Inc. and Managing Member of Classic

Car Center, LLC

Prepared By:

Michael G. Little, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0861677

ARTICLES OF ORGANIZATION CLASSIC CAR CENTER, LLC

WILLIAM COM I. W. The undersigned, acting as the organizer of a limited liability company to be form under the Florida Limited Liability Company Act, as amended (the "Act"), hereby former Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth/the following Articles of Organization (these "Articles"):

ARTICLE I Name

The name of this Company shall be: CLASSIC CAR CENTER, LLC.

ARTICLE II Place of Business

The principal place of business and mailing address of this Company shall be 440 South Pinellas Avenue, Unit B, Tarpon Springs, Florida 34689, and such other place or places as may be designated by the manager from time to time.

ARTICLE III Registered Agent and Office

The initial registered agent for this Company shall be Albert D. Wiseman, and the address of the registered agent for service of process shall be 440 South Pinellas Avenue, Unit B, Tarpon Springs, Florida 34689.

ARTICLE IV Management of Business

The Company shall be manager-managed. The initial managing member shall be Albert D. Wiseman, whose address is 2270 North Highland Avenue, Tarpon Springs, Florida 34688, until the first annual meeting or until a successor is elected and qualified.

The undersigned has executed these Articles of Organization this 23 day of January, 2009.

ALBERT D. WISEMAN, Managing Member

Prepared By:

Michael G. Little, Esquire Johnson, Pope, Bokor, Ruppel & Burns, LLP 911 Chestnut Street Clearwater, Florida 33756 (727) 461-1818 Bar No. 0861677

CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 2270 North Highland Avenue, Tarpon Springs, Florida 34688, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated: January <u>23</u> 2009

ALBERT D. WISEMAN

#475514v1