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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Newport Automotive, LLC

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May 18, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: NEWPORT AUTOMOTIVE, LLC
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**ARTICLES OF ORGANIZATION
OF
NEWPORT AUTOMOTIVE, LLC**

The undersigned, acting as the authorized representative of the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

ARTICLE I
Name

The name of the limited liability company is Newport Automotive, LLC.

ARTICLE II
Principal Office and Mailing Address

The principal office and mailing address of the Company is Newport Automotive, LLC, 703 Newport Avenue, Tampa, Florida 33606.

ARTICLE III
Initial Registered Agent and Office

The street address of the initial registered office of the Company is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602, and the name of its initial registered agent at that address is Fowler White Boggs P.A., c/o Jeffrey C. Shannon.

ARTICLE IV
Effective Date

The effective date of filing of these Articles of Organization shall be May 15, 2009.

Dated this 15th day of May, 2009.

By: /s/ Jeffrey C. Shannon
Name: Jeffrey C. Shannon
Title: Authorized Representative

EFFECTIVE DATE 5/15/09

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for Newport Automotive, LLC, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 15th day of May, 2009.

REGISTERED AGENT:

FOWLER WHITE BOGGS P.A.

By: /s/ Jeffrey C. Shannon

Name: Jeffrey C. Shannon

Title: Authorized Agent

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