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**FLORIDA LIMITED LIABILITY CO.**  
**road america auto finance, l.l.c.**

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ARTICLES OF ORGANIZATION OF  
ROAD AMERICA AUTO FINANCE, L.L.C.

ARTICLE I  
NAME

The name of this Limited Liability Company shall be: ROAD AMERICA AUTO FINANCE, L.L.C.

ARTICLE II  
PURPOSE

This Limited Liability Company is created for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida or of the United States of America, as may be agreed upon by the members.

ARTICLE III  
PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business shall be 101 N.E. 3<sup>rd</sup> Avenue, 20<sup>th</sup> Floor, Fort Lauderdale, Florida 33301, and the initial mailing address of this Limited Liability Company shall be 101 N.E. 3<sup>rd</sup> Avenue, 20<sup>th</sup> Floor, Fort Lauderdale, Florida 33301, and such other place or places as the members from time to time may determine.

The initial Registered Agent of this Limited Liability Company shall be Lawrence D. Schott, Esq., 2100 East Hallandale Beach Boulevard, Suite #200, Hallandale Beach, Florida 33009.

ARTICLE IV  
MANAGEMENT OF BUSINESS

This Limited Liability Company is to be managed by one or more members, such that the company is to be a member-managed company. The initial managing member is:

AUTOBANK ACCEPTANCE CORP.  
101 N.E. 3<sup>rd</sup> Avenue  
20<sup>th</sup> Floor  
Fort Lauderdale, Florida 33301

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**ARTICLE V  
REGULATIONS**

At the time of executing these articles of organization, the members of this Limited Liability Company shall adopt regulations containing provisions for the regulation and management of this company not inconsistent with either the applicable law and/or these articles.

The power to alter, amend or repeal these regulations shall be vested in all of the members of this Limited Liability Company.

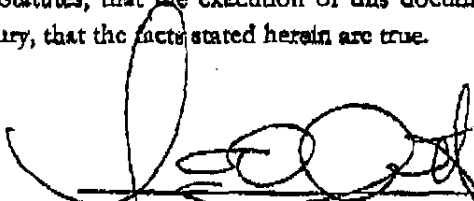
**ARTICLE VI  
PROPERTY**

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

**ARTICLE VII  
DISTRIBUTION OF EARNINGS**

The Managing Member of this Limited Liability Company shall have the sole discretion whether to issue earnings to the members or to retain the same, either in whole or in part. The Managing Member shall not be required to provide a reason for his determination to retain such earnings.

IN WITNESS WHEREOF, the Authorized Agent of the Managing Member has executed these Articles of Organization on this 6 day of August, 2010, and acknowledges that in accordance with §608.408(3), Florida Statutes, that the execution of this document constitutes an affirmation, under the penalties of perjury, that the facts stated herein are true.

  
\_\_\_\_\_  
Lawrence D. Schott, Esq.  
Authorized Agent for Autobank Acceptance Corp.

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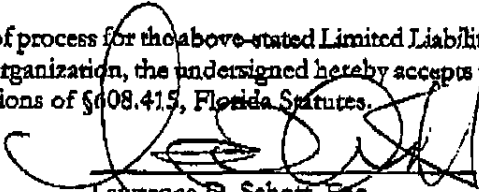
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**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated Limited Liability Company at the place designated within the Articles of Organization, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of §008.415, Florida Statutes.

  
Lawrence D. Schott, Esq.

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