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Division of Corporations

FAX NO.

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Mercedes-Benz of Gainesville, LLC

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**ARTICLES OF ORGANIZATION
OF
MERCEDES-BENZ OF GAINESVILLE, LLC**

The undersigned organizer, who is the authorized representative of Mercedes-Benz of Gainesville, LLC (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is Mercedes-Benz of Gainesville, LLC.

ARTICLE II - PRINCIPAL OFFICE

The street address and the mailing address of the principal office of the Company is 4000 North Main Street, Gainesville, Florida 32609.

ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Pamela L. Wiker and 701 Riverside Park Place, Suite 310, Jacksonville, Florida 32204.

ARTICLE IV - MANAGEMENT

The Company shall be a manager-managed company.

IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization on the 6th day of October, 2010.

Pamela L. Wiker
Pamela L. Wiker
Authorized Representative

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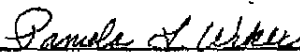
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, MERCEDES-BENZ OF GAINESVILLE, LLC, A FLORIDA LIMITED LIABILITY COMPANY, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Mercedes-Benz of Gainesville, LLC.
2. The name and street address of the registered agent are Pamela L. Wiker and 701 Riverside Park Place, Suite 310, Jacksonville, Florida 32204.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, Pamela L. Wiker hereby accepts the appointment as registered agent and agrees to act in this capacity. Pamela L. Wiker further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated this 6th day of October, 2010.


Pamela L. Wiker

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