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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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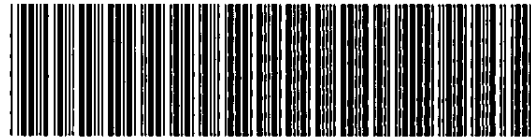
(Business Entity Name)

(Document Number)

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B. KOHR

DEC 22 2010

EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 20 PM 12:50

Lp

LANGSTADT PAULY

CHARTERED
ATTORNEYS

815 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134
PH: (305) 648-3909 FAX: (305) 648-3910
WWW.LANGSTADTPAULY.COM

OLIVER J. LANGSTADT
ADMITTED IN FLORIDA
FAMILY LAW MEDIATOR

CLEMENS W. PAULY, LL.M.
ADMITTED IN FLORIDA, NEW YORK AND GERMANY

FILED STATE
SECRETARY OF CORPORATION
DIVISION OF CORPORATIONS
10 DEC 20 PM 12:50

December 17, 2010

Via Federal Express

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Organization of AFG Automotive Finance Group, LLC

Dear Sir or Madame:


Good day. Enclosed are the Articles of Organization of AFG Automotive Finance Group, LLC. Kindly file the Articles and process accordingly, and return all correspondence concerning this matter to us, at our address listed above.

Enclosed is a check made payable to Florida Department of State, in the amount of \$125.00, which represents the appropriate filing fees for Articles of Organization and Designation of Resident Agent for a limited liability company.

Thank you for your cooperation in this matter, and for your convenience, enclosed please find a self addressed stamped envelope so that you may return the appropriate evidence of the Articles of Organization having been filed with the Florida Dept. of State, Division of Corporation.

Should you have any questions or need anything further, please do not hesitate to contact me.

Sincerely,


Oliver J. Langstadt, Esq.

OJL/lm
Enclosures as stated

ARTICLES OF ORGANIZATION
OF
AFG AUTOMOTIVE FINANCE GROUP, LLC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 20 PM 12:50

ARTICLE I

Name

The name of this limited liability company is AFG Automotive Finance Group, LLC (hereinafter "the Company").

ARTICLE II

Address

The initial mailing address and principal office is

815 Ponce de Leon Blvd.
Suite P-201
Coral Gables, FL 33134

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

OLIVER J. LANGSTADT, ESQ.
815 Ponce de Leon Blvd.
Suite P-201
Coral Gables, FL 33134

ARTICLES OF ORGANIZATION OF AFG AUTOMOTIVE FINANCE GROUP, LLC

ARTICLE V

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404 Florida Statutes, as amended and supplemented.

ARTICLE VI

Management

The Company is to be managed by managers. The name and address of the manager(s) is/are:

VINCE RIZZO, Manager
855 S. Federal Highway
Pompano Beach, FL 33062

ARTICLE VII

Additional Members

The members shall have the right to admit additional members upon the unanimous consent of all members to the admission of the additional members and to the terms of admission.

ARTICLE VIII

Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

ARTICLES OF ORGANIZATION OF AFG AUTOMOTIVE FINANCE GROUP, LLC

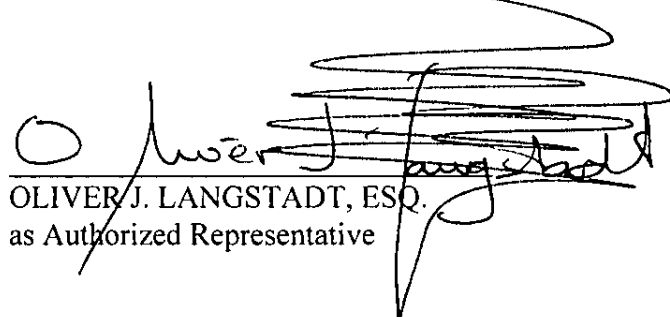
ARTICLE IX

Regulations

The members shall have the power to adopt, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company (the "Operating Agreement").

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 17 day of DECEMBER 2010.

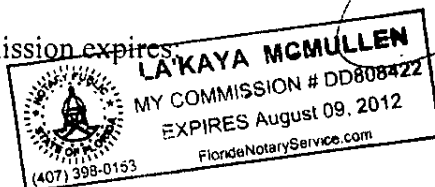

OLIVER J. LANGSTADT, ESQ.
as Authorized Representative

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, personally appeared OLIVER J. LANGSTADT, ESQ., who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforementioned this 17th day of DECEMBER, 2010.

My commission expires:




NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

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

Pursuant to the provisions of Florida Statutes § 608.415, the undersigned submits the following statement in designating the registered office/registered agent for AFG Automotive Finance Group, LLC, in the State of Florida.

1. The name and address of the limited liability company is:

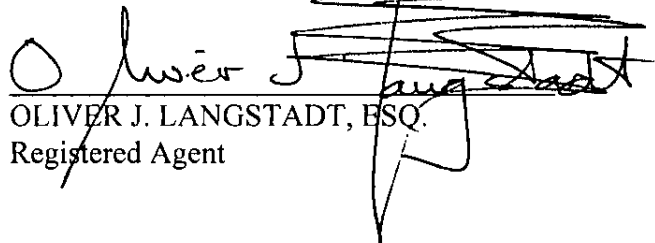
AFG Automotive Finance Group, LLC
815 Ponce de Leon Blvd.
Suite P-201
Coral Gables, FL 33134

2. The name and address of the registered agent and office is:

OLIVER J. LANGSTADT, ESQ.
815 Ponce de Leon Blvd.
Suite P-201
Coral Gables, FL 33134

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

DATED: 17 DECEMBER 2010


OLIVER J. LANGSTADT, ESQ.
Registered Agent