

Division of Corporations

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FLORIDA LIMITED LIABILITY CO.  
UAG FINANCING - IHOP BRADENTON, LLC

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**Duane Morris**

DUANE MORRIS LLP

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BOCA RATON, FL 33431

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**FACSIMILE TRANSMITTAL SHEET**

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**To:**

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**FROM:** Tara Miller

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**ARTICLES OF ORGANIZATION  
OF  
UAG FINANCING - IHOP BRADENTON, LLC**  
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is **UAG FINANCING - IHOP BRADENTON, LLC** (hereinafter, the "Company").

**ARTICLE II  
MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is:

c/o **GUMBO INTERESTS, LLLP**  
820 San Pedro Avenue  
Coral Gables, FL 33156

**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are:

**KATHLEEN FERNANDEZ**  
820 San Pedro Avenue  
Coral Gables, FL 33156

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The undersigned Member of the Company has executed these Articles of Organization as of this 18 day of February, 2011.

**GUMBO INTERESTS, LLLP, Sole Member**

By: **BLACKTOP INVESTMENTS, LLC,**  
General Partner

By:   
**JOSE L. FERNANDEZ, Member,**  
Manager

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **UAG FINANCING - IHOP BRADENTON, LLC** at the place designated in Article III of the Articles of Organization, **KATHLEEN FERNANDEZ** hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties. **KATHLEEN FERNANDEZ** is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 608, F.S.

  
KATHLEEN FERNANDEZ

Date: 2/18/, 2011

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