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FLORIDA LIMITED LIABILITY CO.
Mid-South Automotive Group, LLC

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TALLAHASSEE, FLORIDA

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EXAMINER

11/4/2011

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**ARTICLES OF ORGANIZATION
OF
MID-SOUTH AUTOMOTIVE GROUP, LLC**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is:

Mid-South Automotive Group, LLC

(hereafter, the "Company").

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ARTICLE 2

Powers

This Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:

- (a) sue and be sued, and defend, in its name;
- (b) purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located;
- (c) sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property;
- (d) purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity;
- (e) make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to

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purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the Company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the Company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the Company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the Company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the Company;

- (f) lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment;
- (g) conduct its business, locate offices, and exercise the powers granted by the Act within or without the state of Florida;
- (h) select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit;
- (i) make donations for the public welfare or for charitable, scientific, or educational purposes;
- (j) pay pensions and establish pension plans, pension trust, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members officers, agents, and employees;
- (k) be a promoter, incorporator, shareholders, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and
- (l) make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

ARTICLE 3

Effective Date

This Company shall have perpetual existence, commencing on the date that the Articles of Organization are filed with the Florida Department of State.

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ARTICLE 4

Mailing Address and Principal Office

The address of the principal office and the mailing address of the Company is 1700 S. MacDill Avenue, Suite 340, Tampa, Florida 33629.

ARTICLE 5

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the initial registered agent of this Company at that address is Leslie Wager Hudock.

ARTICLE 6

Management of the Company

The management of the Company is reserved to its members. The names and addresses of the initial managing members of the Company are:

1513 Group, LLC
1700 S. MacDill Avenue
Suite 340
Tampa, Florida 33629

Peter Douglas
1005 Helmsdale Dr.
Wesley Chapel, Florida 33644

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ARTICLE 7


Indemnification

The Company shall indemnify its officers and managing members to the fullest extent authorized by law.

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IN WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Articles of Organization this 4th day of November, 2011, and the undersigned registered agent acknowledges that she is familiar with, and accepts, the obligations of her position as registered agent of the Company as provided for in Chapter 608 of the Florida Statutes.



Leske Wager Hudock, Authorized Representative
and Registered Agent

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