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TALLAHASSEE, FLORIDA

K. SALLY  
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3/29 *Alma*  
(3 sets)

GS (4 sets)  
LLC Conversion

1. College Auto Sales of Florida, LLC  
(CORPORATE NAME AND DOCUMENT #)

2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**CERTIFICATE OF CONVERSION  
OF  
COLLEGE AUTO SALES OF FLORIDA, INC.  
INTO  
COLLEGE AUTO SALES OF FLORIDA, LLC**

FILED  
13 MAR 29 AM 11:16  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
MIAMI, FLORIDA

This Certificate of Conversion and the attached Articles of Organization are submitted to convert COLLEGE AUTO SALES OF FLORIDA, INC., a corporation organized under the laws of the State of Florida, into COLLEGE AUTO SALES OF FLORIDA, LLC, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 607.1114 and 608.439, Florida Statutes.

1. COLLEGE AUTO SALES OF FLORIDA, INC. a corporation organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida was formed on October 24, 1985 under Document Number M22460. Its Articles of Incorporation were amended and restated on April 1, 1999.
2. The name of the Florida limited liability company into which COLLEGE AUTO SALES OF FLORIDA, INC. will be converted is COLLEGE AUTO SALES OF FLORIDA, LLC. The Articles of Organization of COLLEGE AUTO SALES OF FLORIDA, LLC are attached to this Certificate of Conversion.
3. The conversion of COLLEGE AUTO SALES OF FLORIDA, INC., a Florida corporation, into COLLEGE AUTO SALES OF FLORIDA, LLC, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Florida Limited Liability Company Act, Chapter 608.
4. The conversion of COLLEGE AUTO SALES OF FLORIDA, INC., a Florida corporation, into COLLEGE AUTO SALES OF FLORIDA, LLC and the Articles of Organization of COLLEGE AUTO SALES OF FLORIDA, LLC was approved by all of the shareholders and directors of COLLEGE AUTO SALES OF FLORIDA, INC. in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of COLLEGE AUTO SALES OF FLORIDA, LLC is 9050 NW 27TH AVENUE, MIAMI, FLORIDA 33147. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for COLLEGE AUTO SALES OF FLORIDA, LLC will be the same as the Federal employer identification number of COLLEGE AUTO SALES OF FLORIDA, LLC.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.
7. COLLEGE AUTO SALES OF FLORIDA, INC. shall pay any shareholder of COLLEGE AUTO SALES OF FLORIDA, INC. having appraisal rights an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion the 7 day of January, 2010.

COLLEGE AUTO SALES OF FLORIDA, INC.

BY:   
FADI CHAMOUN, PRESIDENT

COLLEGE AUTO SALES OF FLORIDA, LLC

BY:   
FADI CHAMOUN, PRESIDENT

**ARTICLES OF ORGANIZATION**  
**OF**  
**COLLEGE AUTO SALES OF FLORIDA, LLC,**  
**A Florida Limited Liability Company**

FILED  
13 MAR 29 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned individual, being either a member or the authorized representative of a member, hereby presents these Articles of Organization to the Secretary of State of the State of Florida for the formation of a Limited Liability Company under the laws of the State of Florida.

**ARTICLE I**

The name of the Limited Liability Company is: COLLEGE AUTO SALES OF FLORIDA, LLC.

**ARTICLE II**

This Limited Liability Company is to exist in perpetuity. The existence of this Limited Liability Company shall commence on the date these Articles are filed with the Secretary of State of the State of Florida.

**ARTICLE III**

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

BERNARD DANE STEIN

Address of Registered Office

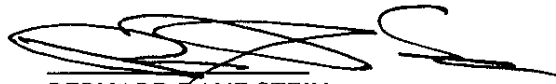
200 SOUTH BISCAYNE BLVD.  
SUITE 3200  
MIAMI, FLORIDA 33147

**ARTICLE IV**

The mailing address and the street address of the principal office of this Limited Liability Company are both:

9050 NW 27<sup>th</sup> Avenue  
Miami, Florida 33147

IN WITNESS WHEREOF, each individual has hereunto executed these Articles of Organization this 28 day of March, 2013.

  
BERNARD DANE STEIN,  
AUTHORIZED REPRESENTATIVE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

  
BERNARD DANE STEIN

Date 3/28/13