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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : SHUTTS & BOWEN LLP (ORLANDO)
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Phone : (407)835-6769
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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FLORIDA LIMITED LIABILITY CO.

Starling Automotive Acquisitions III, LLC

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is:

STARLING AUTOMOTIVE ACQUISITIONS III, LLC

ARTICLE II – Street Address and Mailing Address

The street address and mailing address of the principal office of the Limited Liability Company is as follows:

13155 South Orange Blossom Trail
Orlando, FL 32837

ARTICLE III - Management

The Company shall be managed by one or more managers, and is thus a manager-managed limited liability company. The initial managers shall be Alan Starling, Walker Starling and Andrew Starling.

**ARTICLE IV - Registered Agent and Office and
Registered Agent's Signature**

The name and the Florida street address of the registered agent are:

Corporation Company of Orlando
300 South Orange Avenue, Suite 1600 (JGH)
Orlando, Florida 32801

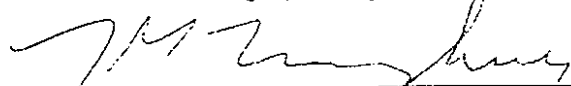
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 605, Florida Statutes.

CORPORATION COMPANY OF ORLANDO

By: 

(Registered Agent's Signature)

J. Gregory Humphries, Vice President


Signature of a member or an authorized representative of a member

J. Gregory Humphries, Esquire, Authorized Representative

(In accordance with section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, Florida Statutes)

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