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PRESTICE HALL
LEGAL & FINANCIAL SERVICES

96 APR 22 AM 8:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 926271 8795A

AUTHORIZATION :

COST LIMIT : * 337.50

Patricia Pyzdek

ORDER DATE : April 22, 1996

ORDER TIME : 11:05 AM

ORDER NO. : 926271

CUSTOMER NO: 8795A

100001789311

CUSTOMER: Norma Deguenther, Legal Asst
BARNETT BOLT KIRKWOOD & LONG

Suite 700
601 Bayshore Boulevard
Tampa, FL 33606-2763

DOMESTIC FILING

NAME: DEALER PROFIT SYSTEMS OF SOUTH
FLORIDA, L.C.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MJP

EXAMINER'S INITIALS:

JA
4-24-96

ARTICLES OF ORGANIZATION
OF
DEALER PROFIT SYSTEMS OF SOUTH FLORIDA, L.C.

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96 APR 22 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 DEALER PROFIT SYSTEMS OF SOUTH FLORIDA, L.C. (hereafter, the "Company").

ARTICLE 2

Duration

This Company shall exist from the date of filing of these Articles of Organization with the Department of State and shall continue for a period of thirty (30) years or until its earlier dissolution in accordance with these Articles of Organization or the Act.

ARTICLE 3

Mailing Address and Principal Office

The mailing address and the street address of the principal office of the Company is 411 NE 48th Street, Pompano Beach, Florida, 33064.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 411 NE 48th Street, Pompano Beach, Florida 33064, and the name of the initial registered agent of this Company at that address is Richard J. Knoll.

ARTICLE 5

Additional Members

The members of this Company may admit additional members, but only upon the written consent of all of the members.

ARTICLE 6

Right to Continue After Dissolution

Upon the death, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in this Company, this Company shall be dissolved, unless the business of the Company is continued by the consent of all of the then remaining Members.

ARTICLE 7

Management of the Company

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

Dealer Profit Systems, Inc.
10031 Dale Mabry Hwy
Tampa, FL 33618

Positive Impressions, Inc.
411 NE 48th Street
Pompano, Beach, FL 33064

ARTICLE 8

Regulations

The members shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE 9

Restrictions on Transfers of Interest

No member shall have the right to transfer or assign any interest in the Company without the consent of a majority in interest of the nontransferring or nonassigning members, and no assignee of an interest in the Company shall become a member of the Company without the consent of all of the other members.

IN WITNESS WHEREOF, the undersigned members have executed
these Articles of Organization this 17 day of April, 1996.

REALER PROFIT SYSTEMS, INC.

By: 

James W. Cole, President

POSITIVE IMPRESSIONS, INC.

By: 

Richard J. Knoll, President

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Sections 608.415(2) and 608.407(1)(d) of the Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the limited liability company is Dealer Profit Systems of South Florida, L.C.

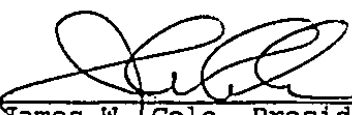
2. The registered office in the State of Florida is located at 411 NE 48th Street, Pompano Beach, Florida 33064.

3. The name of the registered agent is Richard J. Knoll.

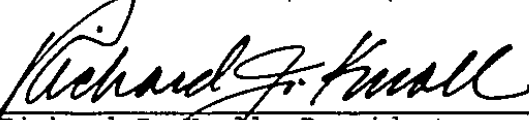
Date: April 17, 1996.

DEALER PROFIT SYSTEMS OF SOUTH FLORIDA, INC.

By: DEALER PROFIT SYSTEMS, INC., its Member


By: 
James W. Cole, President

POSITIVE IMPRESSIONS, INC., its members

By: 
Richard J. Knoll, President

ACCEPTANCE:

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.


RICHARD J. KNOLL, Registered Agent
411 NE 48th Street
Pompano Beach, FL 33064

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
DEALER PROFIT SYSTEMS OF SOUTH FLORIDA, L.C.

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TALLAHASSEE, FLORIDA

Pursuant to Section 608.407(2), Florida Statutes, the undersigned members of Dealer Profit Systems of South Florida, L.C., a Florida limited liability company (the "Company"), depose and say:

1. The Company has at least two members.
2. The total amount of capital contributions of the members is \$1,000.00 cash.
3. The total amount of cash or property anticipated to be contributed by members is \$ 20,000.00. This total includes amounts from paragraph 2 above.

Dated this 17 day of April, 1996.

DEALER PROFIT SYSTEMS, INC.

By: [Signature]
James W. Cole, President

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

POSITIVE IMPRESSIONS, INC.

By: [Signature]
Richard J. Knoll, President

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