

**MELENDI, GIBBONS & GARCIA**  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW

408 EAST MADISON STREET  
TAMPA, FLORIDA 33608  
TELEPHONE (813) 228-0883  
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PLEASE REPLY TO:  
TAMPA OFFICE

JOSE E MELENDI  
MARTIN GIBBONS  
JOHN B GIBBONS

POST OFFICE BOX 11088  
216 SOUTH MONROE STREET  
SUITE 300  
TALLAHASSEE, FLORIDA 32301  
TELEPHONE (904) 881-0080  
TELECOPY (904) 222-8878

REYNALDO R

October 10, 1996

Secretary of State  
Department of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-11/01/96--01078--001  
\*\*\*\*337.50 \*\*\*\*337.50

Re: Automotive Digest, L.C.

Dear Clerk:

Enclosed for filing with the Division of Corporations are the original Articles of Organization for Automotive Digest, L.C., together with the original Statement Designating Registered Agent and Office and Affidavit of Membership and Contributions. Also, enclosed is our firm's check, payable to the Secretary of State in the amount of \$337.50, in payment of the following fees:

Filing fee	\$285.00
Certified copy of articles	<u>52.50</u>
Total	<u>\$337.50</u>

Please file the Articles of Organization and forward a certified copy of the Articles of Organization to my office. Thank you for your assistance and attention to this matter.

Sincerely,

  
John B. Gibbons

JBG/mpv  
Enclosures

11/4

FILED  
NOV - 1 PM 4: 03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
AUTOMOTIVE DIGEST, L.C.

FILED  
96 NOV - 1 PM 4: 04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be AUTOMOTIVE DIGEST, L.C., and its principal office shall be located at and its mailing address shall be 408 East Madison Street, Tampa, Hillsborough County, Florida 33602, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II  
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general

nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes,

enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by

reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve until a successor is elected or qualified is Ricardo Azank, 8217 La Serena Drive, Tampa, Florida 33614.

**ARTICLE V**  
**MEMBERSHIP RESTRICTION**

Members shall have the right to admit new members by majority vote of the membership interests. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with written approval of a majority of all other membership interests.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, this limited liability company shall dissolve, unless the remaining members unanimously consent to continue the business of this limited liability company.

**ARTICLE VI**  
**DURATION**

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 408 East Madison Street, City of Tampa, Florida 33602, and the name of the company's initial registered agent at that address is John B. Gibbons, Esquire.

The undersigned, being the authorized representative of the original members of the limited liability company certifies that this instrument constitutes the proposed Articles of Organization of AUTOMOBILE DIGEST, L.C.

Executed by the undersigned at Tampa, Hillsborough County, Florida this 30<sup>th</sup> day of October, 1996.

  
John B. Gibbons  
Authorized Representative

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA                    )  
  )  
COUNTY OF HILLSBOROUGH        )     ss.

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is AUTOMOTIVE DIGEST, L.C.

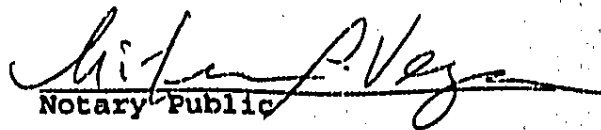
The name of the registered agent for AUTOMOTIVE DIGEST, L.C. is John B. Gibbons, Esquire, and the street address of the company's principal office where the agent is located is 408 East Madison Street, Tampa, Hillsborough County, Florida 33602.

This statement is to acknowledge that, as indicated above, AUTOMOTIVE DIGEST, L.C., has appointed me, John B. Gibbons, Esquire, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 30<sup>th</sup> day of October, 1996.

  
John B. Gibbons  
Registered Agent

The foregoing instrument was sworn to, subscribed, and acknowledged before me, this 30th day of October, 1996, by JOHN B. GIBBONS, agent, to me personally known, on behalf of AUTOMOTIVE DIGEST, L.C., a limited liability company.

  
Notary Public

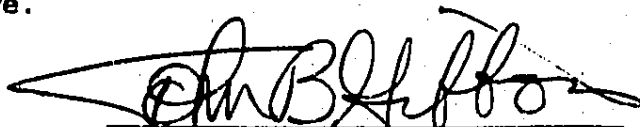


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA                    )  
  )     ss.  
COUNTY OF HILLSBOROUGH        )

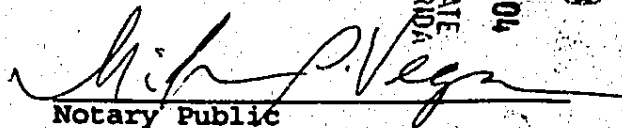
In compliance with Florida Statutes §608.407(2), the undersigned member or authorized representative of a member of AUTOMOTIVE DIGEST, L.C., deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$15,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$50,000.00. This total includes the amounts from 2 and 3 above.



John B. Gibbons  
Authorized Representative

The foregoing instrument was sworn to, subscribed, and acknowledged before me, this 30th day of October 1996, by John B. Gibbons, agent, to me personally known, on behalf of AUTOMOTIVE DIGEST, L.C., a limited liability company.

  
Notary Public



FILED  
96 NOV 1 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA