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1400 HAYS STREET

MIAMI, FL 33136

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CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

REFERENCE : 145681 4327512

AUTHORIZATION

COST LIMIT : \$ 285.00

Patricia Pizuto

ORDER DATE : November 6, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 145681-005

600001997936--2

CUSTOMER NO: 4327512

CUSTOMER: Joseph Zaks, Esq
QUARLES & BRADY

Suite 300
4501 N. Tamiami Trail
Naples, FL 33940

DOMESTIC FILING

NAME: GULF STREAM AUTO CENTER, L.C.

EFFECTIVE DATE:

XX LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

KL
11-7-96

FILED
95 NOV -6 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
GULF STREAM AUTO CENTER, L.C.**

FILED
96 NOV -5 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be **GULF STREAM AUTO CENTER, L.C.**

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this limited liability company shall be 4870 Golden Gate Parkway, Naples, FL 34116.

ARTICLE III

DURATION

This limited liability company shall exist until December 31, 2036, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the regulations adopted by the members.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by the members. The names and addresses of the managing members are as follows:

**CLAY WINFIELD
849 7th Avenue South, Suite 200
Naples, Florida 34103**

JOHN WINFIELD
849 7th Avenue South, Suite 200
Naples, Florida 34103

JEFF SWIATEK
4870 Golden Gate Parkway
Naples, Florida 34116

ARTICLE V

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent of existing members. 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 be sold or otherwise transferred but only after the existing other members have waived their right of first refusal as more fully set out in the Regulations.

ARTICLE VI

MEMBERS' RIGHTS TO CONTINUE BUSINESS

The existence of the limited liability company will terminate upon 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, however, the remaining members shall have the right to continue the existence of the limited liability company upon the unanimous consent of such remaining members.

Executed by the undersigned at Naples, Florida on October 31st, 1996.


CLAY WINFIELD


JOHN WINFIELD


JEFF SWIATEK

In accordance with § 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA

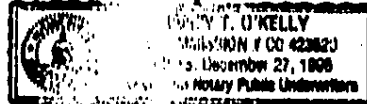
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 31st day of October, 1996, by CLAY WINFIELD on behalf of GULF STREAM AUTO CENTER, L.C., a limited liability company, who ☐ is personally known to me or ☐ who produced a driver's license as identification.

Nancy J. O'Kelly
Name:

Notary Public

My Commission Expires:



(SEAL)

STATE OF FLORIDA

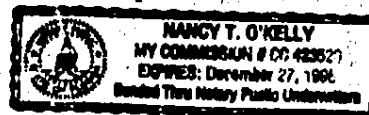
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 31st day of October, 1996, by JOHN WINFIELD on behalf of GULF STREAM AUTO CENTER, L.C., a limited liability company, who ☐ is personally known to me or ☐ who produced a driver's license as identification.

Nancy J. O'Kelly
Name:

Notary Public

My Commission Expires:



(SEAL)

STATE OF FLORIDA

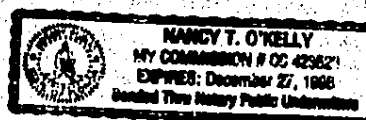
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 31st day of October, 1996, by JEFF SWIATEK on behalf of GULF STREAM AUTO CENTER, L.C., a limited liability company, who ☐ is personally known to me or ☐ who produced a driver's license as identification.

Nancy J. O'Kelly
Name:

Notary Public

My Commission Expires:



(SEAL)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
GULF STREAM AUTO CENTER, L.C.**

STATE OF FLORIDA

COUNTY OF COLLIER

Before me, the undersigned authority, personally appeared JOHN WINFIELD, a Member of GULF STREAM AUTO CENTER, L.C., who, being first duly sworn deposes and says:

1. That the limited liability company known as GULF STREAM AUTO CENTER, L.C. has at least two (2) members.
2. The total amount of cash contributed by members of GULF STREAM AUTO CENTER, L.C. is ONE THOUSAND DOLLARS (\$1,000.00) cash.
3. If any, property described as the land, buildings and business located on Lots 14, 15, and 16, Block 248, Golden Gate, Unit 7, Naples, Collier County, Florida, known as Captain Kidd Car Wash at an agreed value of \$345,000 has been contributed by members.
4. The total of cash and property anticipated to be contributed by members is Three Hundred Forty Six Thousand Dollars (\$346,000.00). This amount includes amounts from Paragraphs 2 and 3 above.

Further, Affiant sayeth naught.


JOHN WINFIELD

In accordance with § 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.

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 31 day of October, 1996, by JOHN WINFIELD, who ☐ is personally known to me or, ☐ has produced a driver's license as identification.

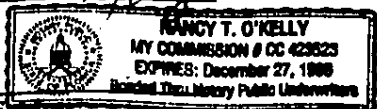
(SEAL)

Name:

Notary Public

Commission #

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **GULF STREAM AUTO CENTER, L.C.**

The name of the initial registered agent of the limited liability company is **CLAY WINFIELD**, and the address of the office of the registered agent is 849 7TH Avenue, Suite 200, Naples FL 34103.

REGISTERED AGENT 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 that 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.



CLAY WINFIELD
Registered Agent

Date: October 11, 1996

FILED
96 NOV -6 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA