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O'HAIRE, QUINN, CANDLER

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: O'HAIRE, QUINN, CANDLER, CHARTERED  
CONTACT: SUSAN M ISOM  
PHONE: (561)231-6900

ACCT#: 073077002560

FAX #: (561)231-9729

NAME: MADSEN AUTOMOTIVE GROUP, L.C.

AUDIT NUMBER.....H98000005697

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$346.25

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8041922-3709 03/24/98 16:09 Florida Department pl /1

002



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

March 24, 1998

GREGG M. CASALINO  
3111 CARDINAL DRIVE  
VERO BEACH, FL 32963

SUBJECT: MADSEN AUTOMOTIVE GROUP, L.C.  
REF: W98000006564

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

FAX Aud. #: H98000005697  
Letter Number: 698A00015797

MADSEN AUTOMOTIVE GROUP, L.C.AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

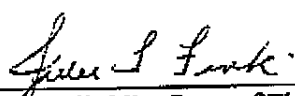
The undersigned member of Madsen Automotive Group, L.C. deposes and says:

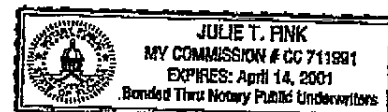
1. The above limited liability member has at least two members.
2. The total amount of cash contributed by the members is: \$ 30,000.00
3. If any, the agreed value of property other than cash contributed by the members is: \$ 0
4. The amount of cash or property anticipated to be contributed by the members is: \$ 0
5. The total amount of paragraphs 2, 3 and 4 is: \$ 30,000.00

  
Alan Madsen

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of March, 1998, by Alan Madsen, who is personally known to me or who has produced Valid Driver's License as identification.

  
Notary Public, State of Florida at Large  
Printed name:  
Commission No.:  
My Commission expires:



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**ARTICLES OF ORGANIZATION**  
**OF**  
**MADSEN AUTOMOTIVE GROUP, L.C.**

The undersigned hereby certify that we have associated ourselves for the purpose of becoming a limited liability company under Chapter 608, Florida Statutes, 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 this limited liability company shall be Madsen Automotive Group, L.C.

**ARTICLE II**

**DURATION**

This limited liability company shall exist until April 1, 2028, or until the earlier death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates that continued membership of a member in the Company. In the case of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which terminates that continued membership of a member in the Company, other than the expiration of thirty (30) years from the date of filing of these Articles of Organization with the Department of State, the business of the company may be continued by the consent of all the remaining members.

**ARTICLE III**

**PURPOSES AND POWERS**

The general purpose for which this company is organized is the retail sale of motor vehicles, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

Gregg M. Casalino  
Florida Bar No. 0056250  
3111 Cardinal Drive  
Vero Beach, FL. 32963

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**ARTICLE IV****CAPITAL CONTRIBUTIONS**

The initial contribution by the members shall be as follows:

GMGRSST, Ltd., a Utah limited partnership      \$99.00

Alan Madsen      \$1.00

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

**ARTICLE V****MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal office of this limited liability company shall be located at 2901 Pro Flite Drive, City of Vero Beach, Indian River County, Florida, 32960.

**ARTICLE VI****MANAGEMENT**

The initial manager of this limited liability company is Alan Madsen. No debt shall be contracted nor liability incurred by or on behalf of this professional limited liability company except by the consent and agreement of all of the company members.

**ARTICLE VII****MEMBERS**

The names and addresses of the limited liability members are as follows:

Alan Madsen- 2901 Pro Flite Drive, Vero Beach, FL 32960.

GMGRSST, Ltd.- 2901 Pro Flite Drive, Vero Beach, FL 32960.

**ARTICLE VIII****INITIAL REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 2901 Pro Flite Drive, City of Vero Beach, County of Indian River, State of Florida, 32960, and the name of

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its initial registered agent at such address is Alan Madsen.

# ARTICLE IX

## RESTRICTIONS ON MEMBERSHIP

No additional members may be admitted to the Company without the unanimous written consent of all of the members of the Company and upon those terms and conditions as shall be determined by all of the members. A member may transfer that member's interest in the Company as provided in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or to become a member, unless all of the other members of the Company approve the proposed transfer by unanimous written consent.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization.

*Julie S. Link*  
as to Alan Madsen

*Alan Madsen*  
ALAN MADSEN  
Date: March 24, 1998  
GMGRSST, LTD., a Utah limited partnership

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*Julie S. Link*  
as to Alan Madsen, as General Partner

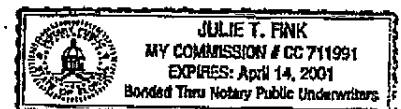
By: *Alan Madsen*  
ALAN MADSEN, its General Partner

Date: March 24, 1998

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of March 1998, by Alan Madsen, who is personally known to me or who has produced Utah Driver's License as identification.

*Julie S. Link*  
Notary Public, State of Florida  
at Large.  
Printed name:  
Commission No.:  
Commission expires:



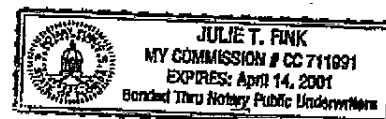
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STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of March, 1998, by ALAN MADSEN, as General Partner of GMGRSST, LTD., a Utah limited partnership, who is personally known to me or who has produced Utah driver's license as identification.

Julie T. Fink  
Notary Public, State of Florida  
at Large.

Printed name:  
Commission No.:  
Commission expires:

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of Madsen Automotive Group, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

ALAN MADSEN, Registered Agent

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