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CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: MUSTANG GROUP, L.C.
AUDIT NUMBER.....H98000014358
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 7
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(7)

**Articles of Organization
of
MUSTANG GROUP, L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of the Limited Liability Company is: **MUSTANG GROUP, L.C.**
2. **Effective Date.** The effective date of these Articles shall be the date of delivery of these Articles for filing with the Division of Corporations of the State of Florida.
3. **Duration/Continuation.** The period of this Company's duration shall be twenty-nine years (29), unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
4. **Purpose.** This Company is organized for the purpose of purchasing and selling Ford Mustang automobiles, and for any and all other lawful business.
5. **Registered Office.** The address of the Limited Liability Company's registered office in the State of Florida is: 1401 South Dixie Highway, Pompano Beach, FL 33060.
6. **Registered Agent.** The name and address of the Limited Liability Company's registered agent in the State of Florida is: HENRY VAN VURST at 1401 South Dixie Highway, Pompano Beach, FL 33060.

This Instrument Prepared By:
LOUIS C. ANDERSON, ESQ.
224 Commercial Blvd., Suite 310
Lauderdale-by-the-Sea, FL 33308
Phone: (954) 772-8050

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The agent's consent to act as registered agent for the company is evidenced in the attached executed "Certificate of Designation of Registered Agent/Registered Office", Form.

7. **Principal Office.** The principal office address of the Limited Liability Company is:

1401 South Dixie Highway, Pompano Beach, FL 33060.

The mailing address is the same.

8. **Admission of New Members.** Members of the Company have the right to admit new members. Additional Members may be admitted upon the approval of a majority interest of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of this Company.

9. **Members Rights to Continue Business.** The remaining Members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company. The Business may be continued only on the written consent of the remaining members holding a majority interest.

10. **Management of Company — Manager-managed L.L.C.** The Company is to be managed by a manager or managers. The initial manager will serve until the first annual meeting of the members. The name and address of the initial manger who is to serve is identified as follows:

HENRY VAN VURST

1401 South Dixie Highway, Pompano Beach, FL 33060.

The Manager(s) herein may also be referred to as "Director(s)", or given officers titles as used for corporations.

11. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Division of Corporations of the State of Florida containing such terms and provisions consistent with the Limited Liability Company Act as shall be prescribed

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by the Division of Corporations of the State of Florida, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, the amendment shall be also signed by the Member to be added.

12. **Regulations of Company.** The provisions of the Operating Agreement which govern the management of the Company, are herein referred to as "Regulations". The power to adopt, alter, amend or repeal the Regulations of the Limited Liability Company shall be vested in the Members (unless vested in the Managers of the company by any amendments of the Articles of Organization). Regulations adopted by the Members (or by the Managers) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Managers.

13. **Informal Action of Members.** Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Managers of the Company as part of its records).

14. **Contracting Debt.** Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Managers, or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

15. **Transferability of Member's Interest.** An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if a majority interest of the remaining Members of this Company do not approve such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such Member shall have no right to participate in the management of the business and affairs of this

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Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

16. Withdrawal or Reduction of Member's Contributions to Capital.

- (a) A Member shall not receive, out of the Company property, any part of his or its contribution to capital until:
- (i) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid, or sufficient property of the Company remains to pay them;
 - (ii) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded;
 - (iii) these Articles of Organization are canceled or so amended as to set out the withdrawal or reduction.
- (b) A Member shall be entitled to the return of his or its contribution in the manner provided in the regulations of the Company.

17. Organizers. The number of organizers of this company is one (1). The names and addresses of the organizer (s):

NAME(S):

ADDRESS(ES):

HENRY VAN VURST

1401 South Dixie Highway, Pompano Beach, FL 33060

Date: July 31, 1998.

MUSTANG GROUP, L.C.

By: 

HENRY VAN VURST, Organizer

COMPANY SECRETARY'S CERTIFICATE OF Organization, LLC, 1998

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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.

1. The name of the limited liability company is:

MUSTANG GROUP, L.C.

2. The name and address of the registered agent and office is:

HENRY VAN VURST

(Name)

1401 South Dixie Highway

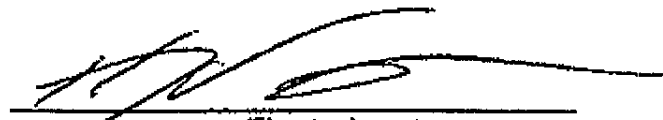
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Pompano Beach, FL 33060

(City/State/Zip)

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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.


(Signature)
HENRY VAN VURST, MANAGER

7-31-98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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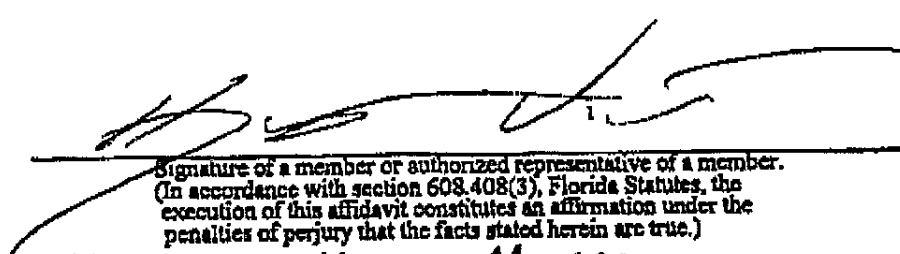
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

MUSTANG GROUP, L.C.

deposes and says:

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the member(s) is \$ 5,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 .
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0 .
- 5) the total amount of 2, 3, and 4 is \$ 5,000.00 .


 Signature of a member or authorized representative of a member.
 (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.)

HENRY VAN VURST, MANAGER
 7-31-98

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