

L98000001952



ACCOUNT NO. : 072100000032

REFERENCE : 969985 10915A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 285.00

FILED
SEP 22 PM 3:12
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : September 22, 1998

ORDER TIME : 2:03 PM

ORDER NO. : 969985-005

CUSTOMER NO: 10915A

CUSTOMER: Peggy Adolphson, Legal Asst
WALKER, KOEGLER & DILLINGHAM

200002646482-4

217 Ponte Vedra Park Drive
Suite 200
Ponte Vedra Bea, FL 32082

DOMESTIC FILING

NAME: AUTOSTAR USA, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

RECEIVED
98 SEP 22 PM 2:36
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 22, 1998

DEBORAH SCHRODER
CSC
TALLAHASSEE, FL

SUBJECT: AUTOSTAR USA, L.L.C.
Ref. Number: W98000021721

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TALLAHASSEE, FLORIDA

We have received your document for AUTOSTAR USA, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount 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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 698A00047869

**ARTICLES OF ORGANIZATION
OF
AUTOSTAR USA, L.L.C.**

"Limited Liability Company"

The undersigned organizer hereby forms a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (1997), and adopt as the Articles of Organization of such limited liability company the following:

Article I.

The name of the limited liability company shall be AutoSTAR USA, L.L.C. (the "Company")

Article II.

The period of its duration shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

Article III.

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

Article IV.

The address of the principal place of business in the State of Florida and the mailing address of the Company is: 103 Century 21 Drive, Suite 201, Jacksonville, Florida 32216.

Article V.

The name and address of the registered agent in the State of Florida is:

<u>Name</u>	<u>Address</u>
Padraic E. Mulvihill	103 Century 21 Drive, Suite 201 Jacksonville, Florida 32216

Article VI.

The members of the company shall contribute to the capital of the company the cash or property as set forth in the Affidavit of Membership and Contributions attached hereto.

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JACKSONVILLE, FLORIDA

Article VII.

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

Article VIII.

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth 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 become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

Article IX.

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

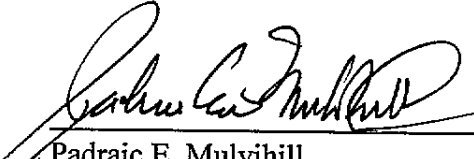
Article X.

The company shall be managed by one or more managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. The regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the initial managers of the company are:

Christian Jenny	103-B North Lake Drive Ormand Beach, Florida 32174
James R. Johnson	103 Century 21 Drive, Suite 201 Jacksonville, Florida 32216
L. Gale Lemerand	103-B North Lake Drive Ormand Beach, Florida 32174
Padraic E. Mulvihill	103 Century 21 Drive, Suite 201 Jacksonville, Florida 32216
G. Larry Sims	Post Office Box 10506 Daytona Beach, Florida 32120

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

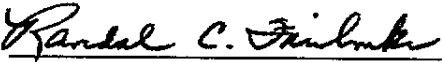
Dated: September 18, 1998


Padraic E. Mulvihill
Organizer

STATE OF FLORIDA)

COUNTY OF ST. JOHNS)

The foregoing instrument was acknowledged before me this 18TH day of September, 1998, by Padraic E. Mulvihill, ☒ who is personally known to me or ☐ who has produced _____ as identification, and who acknowledged that he signed such instrument of his own free will.


Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires:



RANDAL C. FAIRBANKS
Comm. No. CC 645501
My Comm. Exp. Aug. 8, 2001
Bonded thru Pichard Ins. Agency

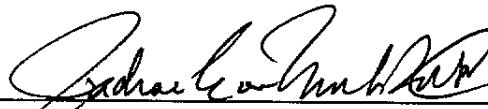
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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FILED

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of **AutoSTAR USA, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


Padraic E. Mulvihill
Registered Agent


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **AutoSTAR USA, L.L.C.** deposes and says:

1. The above named limited liability company has five initial members.
2. The total amount of cash contributed by the members is \$1,500,000.00.
3. If any, the agreed value of property other than cash contributed by members(s) is \$0.00.
4. The total amount of cash or property anticipated to be contributed by members is \$1,500,000.00.

THE AFFIANT SAYS NOTHING FURTHER

Dated: September 18, 1998

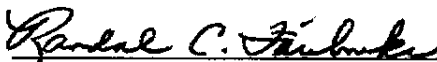

Padraic E. Mulvihill
Member

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CLERK OF CIRCUIT COURT
ST. JOHNS COUNTY, FLORIDA

STATE OF FLORIDA)

COUNTY OF ST JOHNS)

The foregoing instrument was acknowledged before me this 18TH day of September, 1998, by **Padraic E. Mulvihill**, ☒ who is personally known to me or ☐ who has produced _____ as identification, and who acknowledged that he signed such instrument of his own free will.


Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires:



RANDAL C. FAIRBANKS
Comm. No. CC 645501
My Comm. Exp. Aug. 8, 2001
Bonded thru Pichard Ins. Agcy.