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**MACKEY & RANEW, P.A.**  
ATTORNEYS AT LAW

David L. MacKay

2801 S.W. College Road, Suite 1  
Post Office Box 206, Ocala, Florida 34478-0206  
(352) 237-3800 Fax (352) 237-0299

Thomas C. Ranew, Jr.

November 15, 1998

00674 09524 no oper. Agreement  
00789-01130-00707-00671  
W98-26618

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

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-12/22/98--01033--015  
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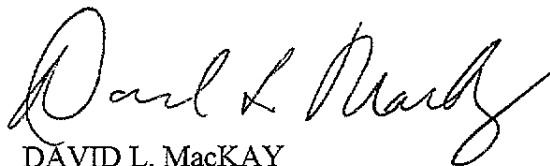
Re: Carfinders USA, L.C.

Gentlemen:

Enclosed is the original and one copy of Operating Agreement for Carfinders USA, L. C., together with our trust account check in the amount of \$100. Please acknowledge receipt and filing of the Operating Agreement on the acknowledgment copy which is enclosed and return it to me in the enclosed pre-addressed, stamped envelope.

Thank you for your attention to this matter.

Very truly yours,



DAVID L. MacKAY  
For the Firm

1/12/99  
DLM/jf

Enclosures

Name	Availability
Document Examiner	Updater
Updater	Verifier
Acknowledgement	W. P. Verifier

90 JAN 12 AM 8:48  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

WICKAY & RANNEY, P.A.  
P.O. BOX 206  
OCALA, FL 34478-0206

SUBJECT: CARFINDERS USA, L.C.  
Ref. Number: W98000026618

We have received your document for CARFINDERS USA, L.C. and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

Please provide a description of the property listed on the affidavit, and correct number 4, the total should be \$40,000.,

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 498A00056549

99 JAN 12 AM 8:48  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION**

**OF**

**CARFINDERS USA, L.L.C.**

**ARTICLE I - NAME**

The name of this organization is **CARFINDERS USA, L.L.C.**

**ARTICLE II - MAILING ADDRESS/STREET ADDRESS**

The mailing address/street address of the office of the organization is 540 Southwest 38<sup>th</sup> Avenue, Ocala, Florida, 34474.

**ARTICLE III - DURATION**

The Company shall be dissolved thirty (30) years following the date of filing of these Articles with the Secretary of State of Florida, or upon the earlier occurrence of any of the following events:

- (1) By the unanimous written agreement of all Members;
- (2) Upon the death, bankruptcy, or dissolution of a Member, the occurrence of which event is considered a "Dissociation" of such Member;
- (3) Notwithstanding the foregoing, upon the Dissociation of a Member, the business of the Company may be continued by the consent of a Majority in Interest of the Remaining Members within thirty (30) days after the Dissociation, or
- (4) Otherwise as provided by law.

**ARTICLE IV - MANAGEMENT:**

**(Check the appropriate box and complete the statement)**

☒ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

99 JAN 12 AM 8:48  
SECTION 100.01  
DIVISION OF CORPORATIONS

Michael Ellzey  
7545 Northeast 58<sup>th</sup> Avenue  
Silver Springs, Florida 34488

John E. Fabian, Jr.  
2631 Southeast 58<sup>th</sup> Avenue  
Ocala, Florida 34471

Cordell Oswald  
720 Northeast 95<sup>th</sup> Street  
Ocala, Florida 34479

Todd L. Smith  
2901 Southwest 41<sup>st</sup> Street, #2312  
Ocala, Florida 34474

☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are: N/A

#### **ARTICLE V – ADMISSION OF ADDITIONAL MEMBERS**

From the date of the formation of the Company, any Person acceptable to the majority of the Members may become a Member in this Company either by the issuance by the Company of Membership Interests for such consideration as the Members by their unanimous votes shall determine, or as a transferee of a Member's Membership Interest or any portion thereof, subject to the terms and conditions of the Company's Operating Agreement. No new Members shall be entitled to any retroactive allocation of losses, income or expense deductions incurred by the Company. The Management Committee may, at its option, at the time a Member is admitted, close the Company books (as though the Company's tax year had ended) or make pro rata allocations of loss, income and expense deductions to a new Member for that portion of the Company's tax year in which a Member was admitted in accordance with the provisions of Section 706 (d) of the Code and the Treasury Regulations promulgated thereunder.

#### **ARTICLE VI – MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right of the remaining members of the limited liability company to 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 limited liability company shall be as set forth in Article III hereinabove set forth, and as provided in the Company's Operating Agreement.

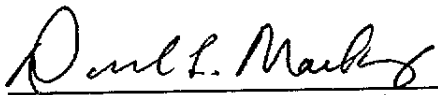
**ARTICLE VII – AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member, **TODD SMITH** of **CARFINDERS USA, L.L.C.**, certifies:

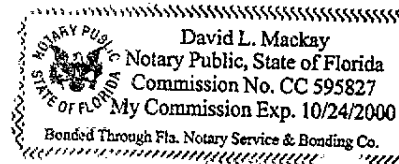
- (1) The above-named limited liability company has at least one member;
- (2) The total amount of cash contributed by the Members is \$22,000.00.
- (3) The agreed value of computer equipment and software contributed by Members is \$18,000.00.
- (4) The total amount of cash and property contributed by Members is \$40,000.00.

  
\_\_\_\_\_  
**TODD SMITH, President**  
**TARGET MARKETING GROUP, INC.**  
**Member**

**SWORN TO AND SUBSCRIBED** before me this 7<sup>th</sup> day of ~~December~~ <sup>JANUARY</sup>, 1999, by **TODD SMITH**, as President of **TARGET MARKETING GROUP, INC.**, a Member of **CARFINDERS USA, L.L.C.**

  
\_\_\_\_\_  
(Signature of Notary Public, State of Florida)  
(Print, Type or Stamp Commissioned  
Name of Notary Public)

Personally Known X, OR, Produced Identification \_\_\_\_\_  
Type of Identification Produced: \_\_\_\_\_



**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **CARFINDERS USA, L.L.C.**
2. The name and the Florida street address of the registered agent are:

**DAVID L. MacKAY, Esquire**

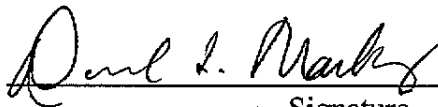
2801 Southwest College Road, Suite #1

[Florida street address (Post Office Box **NOT** Acceptable)]

Ocala, Florida 34474

City, State and Zip

*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

**Filing Fee: \$35 for Designation of Registered Agent.**