

L 99000000265,

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: DEALER PARTS SERVICES, L. C.

Enclosed is an original and one copy of the articles of organization and a check for:

( X ) \$285  
Filing Fee  
and Registered  
Agent  
Designation

( ) \$293.75  
Filing Fee,  
Registered Agent  
Designation, and  
Certificate

( ) \$337.50  
Filing Fee,  
Registered Agent  
Designation, and  
Certified Copy

( ) \$346.25  
Filing Fee,  
Registered Agent  
Designation,  
Certified Copy, and  
Certificate

From: ERIC D. STEVENSON, ESQUIRE  
224 East Garden Street, Suite 3  
Pensacola, Florida 32501  
850-469-1677

200002845772--7  
-04/21/99--01041--001  
\*\*\*\*285.00 \*\*\*\*285.00

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99 MAY 11 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LC  
5-11-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 27, 1999

ERIC D. STEVENSON, ESQUIRE  
224 EAST GARDEN STREET  
SUITE 3  
PENSACOLA, FL 32501

SUBJECT: DEALER PARTS SERVICES, L.C.  
Ref. Number: W99000009858

We have received your document for DEALER PARTS SERVICES, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 999A00022275

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**ARTICLES OF ORGANIZATION  
OF  
DEALER PARTS SERVICES, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be DEALER PARTS SERVICES, L.C. ("company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company shall be 8432 Juniper Avenue, Pensacola, Florida 32534.

**ARTICLE III - DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is Michael Donaldson, 8432 Juniper Avenue, Pensacola, Florida 32534.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A". Pursuant to ARTICLE VIII, profits and losses will not be allocated among the

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members on the basis of each member's relative capital account.

#### ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

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

#### ARTICLE VII - SHARING OF PROFITS AND LOSSES

The profits and losses of the company shall be allocated among the members in the following manner:

MICHAEL DONALDSON .....87%

ROBERT LOFTON.....13%

#### ARTICLE VIII - ADMISSION OF NEW MEMBERS

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. The admission of new members will require an amendment to ARTICLE VIII of these Articles to reflect the new allocation of profits and losses.

#### ARTICLE IX - TERMINATION OF EXISTENCE


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, provided there are at least two remaining members.

#### ARTICLE X - MANAGEMENT

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The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These 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 name and address of the initial manager of the company is Michael Donaldson, 8432 Juniper Avenue, Pensacola, Florida 32534.


IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Pensacola, Florida, on this 23<sup>d</sup> day of March, 1999

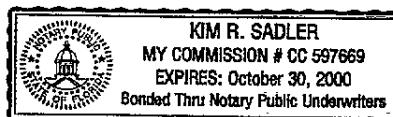
  
MICHAEL DONALDSON

  
ROBERT LOFTON

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this this 23 day of March, 1999 by  
<sup>AE</sup>  
MICHAEL DONALDSON and ROBERT LOFTON.

  
Notary Public -- State of Florida  
KIM R. SADLER

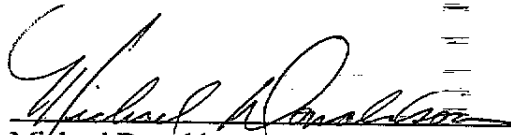


Type of Identification Produced DRIVER'S LICENSE

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## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of DEALER PARTS SERVICES, 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 accepts the obligations of the position of registered agent.



Micheal Donaldson  
Registered Agent

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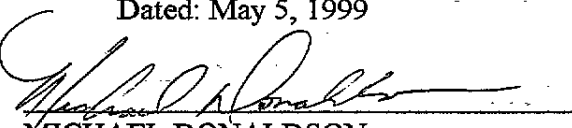
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of DEALER PARTS SERVICES, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is: \$35,000.
3. If any, the agreed value of property other than cash contributed by members is \$0.00.
4. The total amount of cash and property contributed and anticipated to be contributed by members is \$35,000.

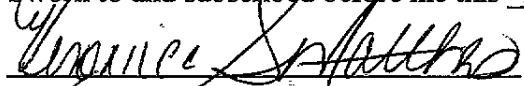
THE AFFIANT SAYS NOTHING FURTHER.

Dated: May 5, 1999

  
MICHAEL DONALDSON

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 5<sup>th</sup> day of May, 1999.

  
Notary Public -- State of Florida  
Veronica S. Matthews

Personally Known \_\_\_\_\_

OR

Produced Identification X



Veronica S Matthews  
My Commission CC791578  
Expires December 8, 2002

Type of Identification Produced FDL # D543-557-62-0670.

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