

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

HUMAC, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION
OF
HUMAC, L.L.C.**

THESE ARTICLES are executed on this 26th day of October, 1999, with respect to HUMAC, L.L.C. (hereinafter sometimes referred to as the "Company").

**ARTICLE I
Name**

The name of the Limited Liability Company is: **HUMAC, L.L.C.**

**ARTICLE II
Business**

The Limited Liability Company's business is selling automobiles and all other related acts. The Company may also do all things not otherwise illegal under the laws of Florida.

**ARTICLE III
Registered Agent**

The name and post office address of the Limited Liability Company's registered agent is:

SCOTT G. RICHMAN, ESQ.
19 W. Flagler Street, 14th Floor
Miami, FL 33130

SCOTT G. RICHMAN resides and has his business address within the State of Florida.

**ARTICLE IV
Specified Principal Office/Mailing Address**

The mailing address as well as the post office address of the principal office at which the records required to be kept by the Company are kept is: 6400 Pensacola Boulevard, Pensacola, FL 33505.

**ARTICLE V
Management**

The Company is to be managed by its Members and one non-Member. The names and addresses of the Managers are as follows:

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Name of Member Manager**Address**

Kenneth Huber

4330 Crittenden Drive
Louisville, KY 40209

Jim Formanek

4330 Crittenden Drive
Louisville, KY 40209

Jeffrey S. McGee

4371 Casper Court
Hollywood, FL 33021

Richard W. McGee

C/O 4371 Casper Court
Hollywood, FL 33021

The initial Managers shall serve until the first annual meeting of the Members.

ARTICLE VI
Duration

The period of duration for the Company is twenty-five years, beginning on the date these Articles of Organization are filed with the Florida Department of State

ARTICLE VII
Admission of New Members

Members of the Company have the right to admit new Members, only upon the unanimous written consent of the existing Members, and the existing Members shall determine the amount and nature of the contributions by new members at the time the new Members are admitted.

ARTICLE VIII
Right to Continue Business

The remaining Members of the Company shall have the right to continue the business on the death, retirement, 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 upon the unanimous written consent of the remaining Members.

IN WITNESS WHEREOF, the undersigned has signed and sealed this certificate, on the day and year first above written.


JEFFREY S. MCGEE, Member

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STATE OF FLORIDA
COUNTY OF Palm Beach

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I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JEFFREY S. McGEE, who is personally known or who produced N/A as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Boca Raton, Palm Beach County, Florida, this 27 day of OCTOBER, 1999.

Notary Public, State of
at Large

My commission expires:



SCOTT B. RICHMAN
NOTARY PUBLIC
STATE OF FLORIDA
1999

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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: HUMAC, L.L.C.
2. The name and address of the registered agent and office is: Scott G. Richman, Esq., 19 W. Flagler Street, 14th Floor, Miami, FL 33130.

Having been named as registered agent and to accept service of process for the above named 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.

DATED: OCTOBER 26, 1999


SCOTT G. RICHMAN, ESQ.,
Registered Agent

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