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UPCHURCH, BAILEY AND UPCHURCH, P. A.

ATTORNEYS AT LAW  
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD  
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PLEASE REPLY TO  
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November 11, 1999

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

W99-26468

600003044666--4  
-11/15/99--01129--013  
\*\*\*\*\*138.75 \*\*\*\*\*138.75

Re: Brooks Motors Holding, L.L.C.  
Our File No. 6-99-550

MJH

600003044666--4  
-12/01/99--01071--001  
\*\*\*\*\*16.25 \*\*\*\*\*16.25

Dear Sir or Madam:

I enclose herewith an original and one copy of the Articles of Organization of the above-named limited liability company. Would you please file and furnish me with a certified copy.

You will note that Article IV of the Articles of Organization sets out the name and address of the Registered Agent of the Company.

Likewise, enclosed is a check payable to the Secretary of State in the amount of \$138.75 which I estimate to be sufficient to cover the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Sincerely yours,

*John D. Bailey, Jr.*  
John D. Bailey, Jr.

JDB,Jr/jgs  
Enclosures

99 DEC - 1 AM 10:53  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 17, 1999

JOHN D. BAILEY, JR.  
UPCHURCH, BAILEY AND UPCHURCH, P.A.  
POST OFFICE DRAWER 3007  
ST. AUGUSTINE, FL 32085-3007

SUBJECT: BROOKS MOTORS HOLDING, L.L.C.  
Ref. Number: W99000026468

We have received your document for BROOKS MOTORS HOLDING, L.L.C. and your check(s) totaling \$138.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$16.25.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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: 699A00055174

**ARTICLES OF ORGANIZATION**  
**OF**  
**BROOKS MOTORS HOLDING, L.L.C.**

The undersigned adopts the following Articles of Organization for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act.

**ARTICLE I**

Name

The name of the limited liability company (the "Company") is Brooks Motors Holding, L.L.C.

**ARTICLE II**

Duration

The Company shall have perpetual existence.

**ARTICLE III**

Mailing and Street Address

The mailing and street address of the Company's principal office is 2995 Highway U.S. 1 South, St. Augustine, Florida 32086.

FRI 99 DEC -1 AM 10:53  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLE IV****Registered Agent and Office**

The name of the Company's initial registered agent is William L. Brooks. The street address of the registered agent is 2995 Highway U.S. 1 South, St. Augustine, Florida 32086.

**ARTICLE V****Admission of New Members**

The members shall have such rights to admit new members as provided in the Regulations.


**ARTICLE VI****Continuity of Business**

The members shall have such rights to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member as provided by the Regulations.

**ARTICLE VII****Managers**

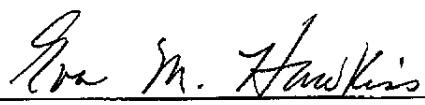
Management of the Company is reserved to the members. The initial managing member shall be William L. Brooks, 2995 Highway U.S. 1 South, St. Augustine, Florida 32086.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization on this 10<sup>th</sup> day of November, 1999.

  
William L. Brooks  
Organizing Member

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

THE foregoing instrument was acknowledged before me this 10<sup>th</sup> day of November, 1999, by William L. Brooks, who (☒) is personally known to me or (☐) has produced Florida driver's license number \_\_\_\_\_ as identification.

  
Notary Public  
EVA M. HAWKINS  
(Name of Notary printed, typed or stamped)  
My commission number: CC853069  
My commission expires: 7-12-2003

EVA M. HAWKINS  
Notary Public, State of Florida  
My comm. exp. July 12, 2003  
Comm. No. CC853069

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept my obligations as registered agent.

DATED 11-10-99, 1999.

  
\_\_\_\_\_  
William L. Brooks