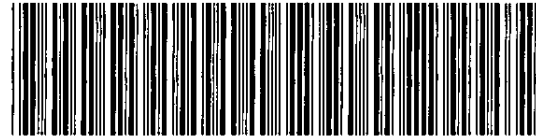


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2008

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Tallahassee-Thomerville
Cadillac LMA, Inc.

Signature

Requested by:

Name

Date

Time

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
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- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval

ARTICLES OF INCORPORATION
OF
TALLAHASSEE-THOMASVILLE CADILLAC LMA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation organized under Florida Statute Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

Section 1.1. The name of the corporation is Tallahassee-Thomasville Cadillac LMA, Inc., (the "Corporation").

ARTICLE II
DURATION

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III
NON-STOCK CORPORATION

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act, Florida Statute Chapter 617, and may issue Certificates of Membership. This Corporation does not contemplate the carrying on of a business, trade, avocation or profession for profit, and does not contemplate the making or distributing of any pecuniary gains or profits to its members.

ARTICLE IV
PURPOSE

Section 4.1. The primary purpose for which the Corporation is formed is to advertise and promote the products and services of the Cadillac dealers, who are members of the Corporation.

Section 4.2. The general purposes for which the Corporation is formed and the activities and objectives to be carried on by it are:

- (a) To foster and promote retail trade and commerce in connection with the products and services of the members.
- (b) To foster and promote the interest of the members engaged in the retailing of Cadillac vehicles in their market area.

- (c) To conduct and operate means and places of disseminating information relative to the use of Cadillac motor vehicles and to promote the sale of Cadillac motor vehicles, and for such purposes to establish, conduct and manage Cadillac advertising and promotional campaigns, exhibitions, and demonstrations.

ARTICLE V MEMBERS

Section 5.1. The rights, terms, obligations, conditions, rules, privileges, qualifications, admission, suspension and termination of membership of the members of the Corporation shall be set forth in the By-Laws, and shall be binding upon the subscribers hereto and upon all subsequent members of the Corporation.

ARTICLE VI DIRECTORS

Section 6.1. The method of election of directors shall be stated in the By-Laws.

ARTICLE VII POWERS

Section 7.1 The Corporation shall have all of the powers provided by and not contrary to law and the statutes of the State of Florida, incident to, or necessary to carry out the purposes for which it is formed. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a corporation is organized.

ARTICLE VIII BY-LAWS

Section 8.1. At the first meeting of the members of this Corporation, there shall be adopted By-Laws, which shall prescribe the manner in which, and by whom, the purposes of the Corporation shall be carried out. The By-Laws shall be adopted by the vote of a majority of all the members of the Corporation.

ARTICLE IX
ADDRESS

Section 9.1. The street address of the principal office of the Corporation in the State of Florida is:

80 S.W. 8 Street, Suite 2150
Miami, Florida 33130
Attn: A. Edward Quinton, III

ARTICLE X
REGISTERED AGENT AND REGISTERED OFFICE

Section 10.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
A. Edward Quinton, III, Esquire	Adams, Quinton & Paretti, P.A. 80 S.W. 8 Street, Suite 2150 Miami, Florida 33130

ARTICLE XI
AMENDMENT

Section 11.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

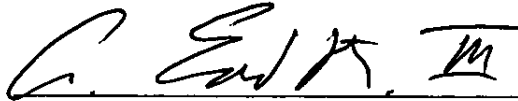
ARTICLE XII
INCORPORATOR

Section 12.1. The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A. Edward Quinton, III, Esquire	Adams, Quinton & Paretti, P.A. 80 S.W. 8 Street, Suite 2150 Miami, Florida 33130

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of May, 2008.

INCORPORATOR:

A handwritten signature in black ink, appearing to read "A. Edward Quinton, III", written over a horizontal line.

A. Edward Quinton, III, Esquire

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Section:

Tallahassee-Thomasville Cadillac LMA, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at 80 S.W. 8 Street, Suite 2150, Miami, Florida 33130, appoints A. Edward Quinton, III, Esquire as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping open said office. I am familiar with, and accept, the obligations of registered agent for Tallahassee-Thomasville Cadillac LMA, Inc.

REGISTERED AGENT:

Date: May 22, 2008


A. EDWARD QUINTON, III

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TALLAHASSEE, FLORIDA