

**ARTICLES OF ORGANIZATION  
OF  
PENGUIN WHOLESALE, LLC  
A LIMITED LIABILITY COMPANY  
ORGANIZED UNDER THE LAWS OF ALABAMA**

The undersigned, acting as the organizers of a limited liability company under the Alabama Limited Liability Company Act (the "Act"), hereby adopt the following Articles of Organization for Penguin Wholesale, LLC (hereinafter called the "Company")

1. The name of the Company is Penguin Wholesale Limited Liability Company (LLC).
2. The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act, or other applicable laws.
3. The Company is organized for the purpose of is to engage in the business of buying and selling automobiles at wholesale and to engage in any lawful act, business or activity for which the Company may be formed under the laws of the State of Alabama.
4. The mailing address of the initial registered office 1240 1<sup>st</sup> Street North, Suite 202, Alabaster, Alabama 35007 and the name of the initial registered agents of the Company at such address are Ryan Waldron and Paul Breasseale.
5. The names and addressed of the initial members of the Company are:

Ryan Waldron	Paul Breasseale
221 Wagon Trail	905 Falling Star Lane
Alabaster, AL 35007	Alabaster, AL 35007
6. The initial members of the Company may admit additional members at such times and upon such terms and conditions as may be agreed by the Company and the additional members.
7. The legal existence and business of the Company may be continued by the written consent of all the remaining members within thirty (30) days after an event of disassociation of a member.
8. The Company shall be managed by one or more managers. The name and mailing address of the initial manager, who shall serve as manager until the first annual meeting of members of the Company or until his successor or successors are duly elected, is:

03/08/2002-11239  
10:25 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
002 CH 80.00

002-11239

IN WITNESS WHEREOF, these Articles of Organization have been executed on  
this the 18 day of April, 2002, by the undersigned.

  
Ryan Waldron

  
Paul Breasseale

Inst # 2002-11239

03/08/2002-11239  
10:25 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
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