

FORM PTO-1618A
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other Conversion

TRADEMARK
 ASSIGNMENT
 RECEIVED
 SEP 15 10 00 AM '00
 U.S. PATENT & TRADEMARK OFFICE
 EXECUTION DATE
 MONTH DAY YEAR
 05 24 2000

Conveying Party

Mark if additional names of conveying parties attached

Name Southeast Toyota Distributors, Inc.

Execution Date
Month Day Year
05 24 2000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Southeast Toyota Distributors, LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 100 N.W. 12th Avenue

Address (line 2) _____

Address (line 3) Deerfield Beach
City

Florida
State/Country

33443
Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other Limited Liability Company
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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01 FC:481 40.00 DP
02 FC:482 250.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:

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Enter for the first Receiving Party only.

Name

Address (line 1)

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Address (line 3)

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Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

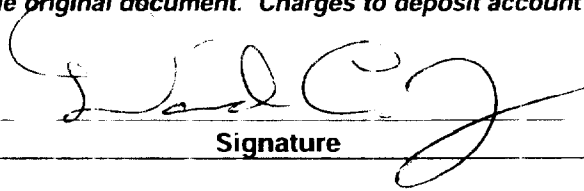
No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

David C. Gryce

Name of Person Signing



Signature

8/9/2000

Date Signed

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SOUTHEAST TOYOTA DISTRIBUTORS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SOUTHEAST TOYOTA DISTRIBUTORS, INC." TO "SOUTHEAST TOYOTA DISTRIBUTORS, LLC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2000, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF MAY, A.D. 2000.



Edward J. Freel
Edward J. Freel, Secretary of State

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TRADEMARK
REEL: 002138 FRAME: 0926

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
SOUTHEAST TOYOTA DISTRIBUTORS, INC.
TO
SOUTHEAST TOYOTA DISTRIBUTORS, LLC**

This Certificate of Conversion to Limited Liability Company, dated as of May 24, 2000, is being duly executed and filed by Southeast Toyota Distributors, Inc., a Delaware corporation (the "Company"), and L. Taylor Ward, III, as an authorized person of Southeast Toyota Distributors, LLC, a Delaware limited liability company (the "LLC"), to convert the Company to the LLC, under the Delaware Limited Liability Company Act (6 Del. C. § 18-101 et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "GCL").

1. The Company's name when it was originally incorporated and as set forth in its Certificate of Incorporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Southeast Toyota Distributors, Inc.

2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on July 17, 1969, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.


3. The name of the LLC into which the Company shall be converted as set forth in its certificate of formation is Southeast Toyota Distributors, LLC.

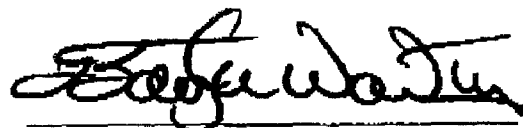
4. The conversion of the Company to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the GCL.

5. The conversion of the Company to the LLC shall be effective on May 31, 2000.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

SOUTHEAST TOYOTA DISTRIBUTORS, INC.

By: 
L. Taylor Ward, III
Vice President and
General Counsel


L. Taylor Ward, III
Authorized Person of LLC

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 05/24/2000
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State of Delaware
Office of the Secretary of State

PAGE 2

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SOUTHEAST TOYOTA DISTRIBUTORS, LLC." FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2000, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF MAY, A.D. 2000.



Edward J. Freel
Secretary of State
June 1, 2000

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TRADEMARK
REEL: 002138 FRAME: 0928

CERTIFICATE OF FORMATION**OF****SOUTHEAST TOYOTA DISTRIBUTORS, LLC**

This Certificate of Formation of Southeast Toyota Distributors, LLC (the "Company"), dated as of May 24, 2000, has been duly executed and is being filed by L. Taylor Ward, III, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is Southeast Toyota Distributors, LLC.

SECOND. The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the Company in the State of Delaware are The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

FOURTH. This Certificate of Formation shall be effective on May 31, 2000.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Formation as of the date first above written.



L. Taylor Ward, III
Authorized Person

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 05/24/2000
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RECORDED: 08/10/2000

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