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March 28, 2000

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Freeport Auto Center, Inc.

200003194112--1
-04/03/00--01137--013
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced proposed corporation.

Please file these documents at your earliest opportunity and provide me with a file-stamped copy of the articles and a Certificate of Status by return mail.

I enclose a check for payment of the combined fees of :

- | | | | |
|-------------------------------|---|-----------------------------------|-----------------------------------|
| <input type="checkbox"/> \$70 | <input checked="" type="checkbox"/> \$78.75 | <input type="checkbox"/> \$122.50 | <input type="checkbox"/> \$131.25 |
| Filing Fees | Filing Fee & | Filing Fee & | Filing Fee, |
| Only | Certificate of | Certified copy | Certified Copy |
| | Status | | & Certificate |
| | Additional copy of articles enclosed. | | |

Thank you for your assistance. Please call me if you have any questions.

Sincerely,

Janet M. Merritt
Legal Assistant to
Jill W. Crew

Enclosures

FILED
00 APR -3 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 6 2000

**ARTICLES OF INCORPORATION
OF
FREEPORT AUTO CENTER, INC.**

FILED
00 APR -3 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F. S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**Article I
Name of Corporation**

The name of the corporation (the "Corporation") is **Freeport Auto Center, Inc.**

**Article II
Principal Office**

The principal place of business is: 17404 Highway 331 South, Freeport, FL 32439

The mailing address of the Corporation is: P.O. Box 520, Freeport, FL 32439

**Article III
Authorized Shares**

The maximum number of shares the Corporation is authorized to issue is 1,000 all of which shall be Common Shares, with a par value of \$0.01 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**Article IV
Registered Agent**

The initial street address of the Corporation's registered office is: 25 Beal Parkway NE, Suite 210, Fort Walton Beach, Okaloosa County, Florida 32548. The initial registered agent for the Corporation at that address is: Crew & Crew, P.A.

Article V
Board of Directors

The initial board of directors shall consist of 1 (one) member. The name and address of the person who will serve on the initial board of directors is:

James H. Pope
P.O. Box 520
Freeport, FL 32439

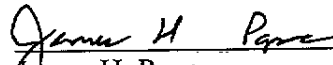
Article VI
Incorporator

The name and address of the person signing these articles of incorporation is: James H. Pope, P.O. Box 520, Freeport, FL 32439

Article VII
Indemnification

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 29 2000


James H. Pope

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the Corporation at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. § 607.0501(3).

Date: March 29, 2000


Jill W. Crew
Crew & Crew, P.A.