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TRANSMITTAL LETTER

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

Enclosed are an orig	ginal and one (1) copy of the artic	eles of incorporation and	a check for:
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status PPY REQUIRED
FROM: John W. FOREHAND Name (Printed or typed)			
125 S. Gadsden St.			
	Tallahas Se	el FZ.	32301
	(800) 222	5702	

NOTE: Please provide the original and one copy of the articles.



December 19, 2003

JOHN W. FOREHAND 125 S GADSDEN ST TALLAHASSEE, FL 32301

SUBJECT: CITY HOLDINGS, INC. Ref. Number: W03000038786

We have received your document for CITY HOLDINGS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date <u>may</u> be added to the Articles of Incorporation <u>if a 2004 date is needed</u>, otherwise the date of receipt will be the file date. <u>A separate article must be added to the Articles of Incorporation for the effective date.</u>

Please return the original and one copy of 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) 245-6933.

Letter Number: 603A00068043

Dale White Document Specialist New Filings Section

ARTICLES OF INCORPORATION

03 DEC 19 PHIZ: LO SECRETARY OF STATE FALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

City Automotive Holdings, Inc.

ARTICLE II EFFECTIVE DATE

The effective date shall be JANUARY 1, 2004.

ARTICLE III PRINCIPAL OFFICE

The principal place of business address is:

10575 Atlantic Boulevard Jacksonville, FL 32225

The principal place of business mailing address is:

10575 Atlantic Boulevard Jacksonville, FL 32225

ARTICLE IV PURPOSE

The corporation is formed for any lawful purpose and to engage in any lawful business.

ARTICLE V SHARES

The number of shares of stock authorized is: 7500

ARTICLE VI INITIAL OFFICERS AND DIRECTORS

The Initial Officers are:

Chairman

William J. Bresnan

15 Byram Shore Road reenwich, CT 06830

President:

John Galeani

1628 Beach Avenue

Atlantic Beach, FL 32233

Vice-President/

Gregg T. Migiano

Chief Financial

311 South Ocean Trail Road

Officer

St. Augustine, FL 32080

Secretary:

Robert Bresnan 125 East 95th Street New York, NY 10128

The Initial Directors are:

William J. Bresnan 215 Byram Shore Road Greenwich, CT 06830

Patrick Bresnan 341 Stanwich Road Greenwich, CT 06897

Jeffrey S. DeMond 281 Westport Road Wilton, CT 06897

John Galeani 1628 Beach Avenue Atlantic Beach, FL 32233

Paul H. Gislason 18533 Paseo Verde Drive Rio Verde, AZ 85263

Donald C. Meredith 26001 South Glenburn Street Sun Lakes, AZ 85248

ARTICLE VII REGISTERED AGENT

The name and Florida street address of the registered agent is:

John W. Forehand 125 S. Gadsden Street, Suite 300 Tallahassee, FL 32301

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is:

John W. Forehand 125 S. Gadsden Street, Suite 300 Tallahassee, FL 32301

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Signature/Registered Agent

Signature/Incorporator

1/11/03 Date

1/19/03

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