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FRESE, NASH & TORRY, P.A.
ATTORNEYS AT LAW

GARY B. FRESE †
CHARLES IAN NASH •
VINCENT G. TORRY, JR.
GREGORY S. HANSEN †
RICHARD B. TORRY
J. PATRICK ANDERSON †
LAURA L. ANDERSON •
SERPENTIN P. HURSTON
PATRICK P. ROCHER

CHRIS BATES FORTNER
OF COUNSEL

980 S. HANCOCK CITY BLVD.
SUITE 505
MELBOURNE, FLORIDA 32901
(407) 466-8800
FAX (407) 461-8761

- † BOARD CERTIFIED IN TAXATION
- BOARD CERTIFIED IN WILL, TRUST & ESTATE
- ‡ BOARD CERTIFIED IN CIVIL TRIAL LAW
- ◊ BOARD CERTIFIED IN REAL ESTATE LAW

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-05/24/96--01074--015
****122.50 ****122.50

May 21, 1996

Secretary of State
Division of Corporations
P.O. Box 6227
Tallahassee, FL 32314

Re: Melbourne Auto Auction Transport, Inc.

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

Gary B. Frese

GBF/lkw
Enclosures as stated

FILED
96 MAY 24 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL MAY 31 1996

ARTICLES OF INCORPORATION
OF
MELBOURNE AUTO AUCTION TRANSPORT, INC.

FILED
96 MAY 24 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is **MELBOURNE AUTO AUCTION TRANSPORT, INC.**

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to engage in the business of transporting motor vehicles for a profit and engage in any business lawful under the laws of the State of Florida or the United States.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 1201 Lake Washington Road, Melbourne, Florida, 32934. The initial address in Florida of the initial registered office of this Corporation is 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is Gary B. Frese.

ARTICLE VII

The initial Board of Directors shall consist of one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Larry Groves	1201 Lake Washington Road Melbourne, Florida 32934
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ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

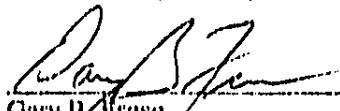
ARTICLE IX

The name and address of the initial incorporator is as follows: Gary B. Frese, 930 South Harbor City Boulevard, Suite 505, Melbourne, FL 32901.

ARTICLE X

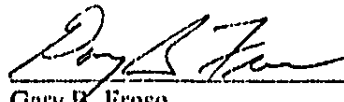
The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 21st day of May, 1996.



Gary B. Frese

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Gary B. Frese
Registered Agent

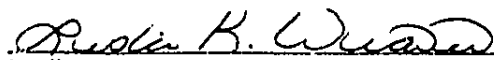
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96 MAY 21 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, GARY B. FRESE, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation and did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 21st day of May, 1996.





Leslie K. Weaver
Notary Public
State of Florida at Large

My Commission Expires:

8-9-96

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PATRICK E. HUBBARD
LARA L. HUBBARD
CHILD MATRIM PORTAL
OF COURAGE

880 S. HANNIN CITY BLVD.
SUITE 505
MELBOURNE, FLORIDA 32901
(407) 984-8800
FAX (407) 981-8741

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September 23, 1997

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

Re: *Melbourne Auto Auction Transport, Inc.*
Our File No. 96-5728

700002303257--8
-09/25/97--01043--014
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Amendment for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$35.00 representing the filing fee. I would appreciate receiving a copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

Leslie K. Weaver

Leslie K. Weaver
Secretary to Gary B. Frese

/lkw
Enclosure as stated

FILED
97 SEP 25 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change + Amend
LKS 9-30-97

FILED

97 SEP 25 AM 11:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MELBOURNE AUTO AUCTION TRANSPORT, INC.**

I, **BENJAMIN L. GROVES**, being the President of **MELBOURNE AUTO AUCTION TRANSPORT, INC.**, do hereby certify to the Secretary of State that on the 23rd day of September, 1997, the following resolution was duly and legally adopted by all Directors and all Shareholders of said Corporation on September 23, 1997, pursuant to Florida Statutes Sections 607.0821 and 607.0704:


BE IT RESOLVED that Article I of the Articles of Incorporation is amended as follows:

"ARTICLE I. NAME

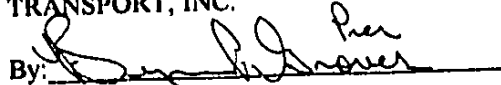
The name of the corporation shall be **AUTO WHOLESALE OUTLET, INC.** The principal place of business of this corporation shall be 1245 S. Wickham Road, W. Melbourne, Florida, 32904."

I do hereby certify that said Resolution has not been altered, amended or rescinded and that it is in full force and effect this 23rd day of September, 1997.

ATTEST:


Benjamin L. Groves
Secretary

MELBOURNE AUTO AUCTION
TRANSPORT, INC.

By: 
Benjamin L. Groves
President

STATE OF FLORIDA
COUNTY OF BREVARD

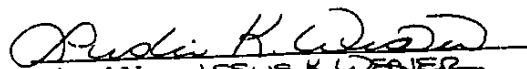
ON THIS DAY before me, an officer duly authorized to take acknowledgements and administer oaths, personally appeared **BENJAMIN L. GROVES**, as President and Secretary, of **MELBOURNE AUTO AUCTION TRANSPORT, INC.**, who is personally known to me.

WITNESS my hand and official seal this 23rd day of September, 1997.

My Commission Expires:



Leslie K. Weaver
MY COMMISSION # CC550644 EXPIRES
August 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


Printed Name: LESLIE K. WEAVER
Notary Public
State of Florida at Large