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REFERENCE : 249222 6209A

AUTHORIZATION : *Patricia Pujate*
COST LIMIT : \$ 70.00

ORDER DATE : February 5, 1997

ORDER TIME : 10:22 AM

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ORDER NO. : 249222-005

CUSTOMER NO: 6209A

EFFECTIVE DATE
2.4.97

CUSTOMER: Wade Boyette, Esq
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32778-3200

FILED
97 FEB -5 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PHILLIPS CHRYSLER-PLYMOUTH-
JEEP-EAGLE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

RECEIVED
97 FEB -5 AM 11:17
DIVISION OF CORPORATION

EFFECTIVE DATE
2-4-97

ARTICLES OF INCORPORATION

of

PHILLIPS CHRYSLER-PLYMOUTH-JEEP-EAGLE, INC.

FILED
97 FEB -5 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be:

PHILLIPS CHRYSLER-PLYMOUTH-JEEP-EAGLE, INC.
3320 South U.S. Highway 27/441
Fruitland Park, FL 34731

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Capital Stock

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 5,000 shares of voting stock, each with a par value of \$1.00 per share, and 90,000 shares of nonvoting common stock, each with a par value of 10¢ per share. The holders of the voting common stock and nonvoting common stock shall have the same rights, privileges and powers, including but not limited to the right to participate in dividends, except the holders of the nonvoting common stock shall have no voting rights and all voting rights shall be vested exclusively in the holders of the voting common stock.

ARTICLE IV

Subscriber, Incorporator & Directors

The name and address of the Subscriber and Incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM H. CAUTHEN, ESQ.	CAUTHEN & FELDMAN, P.A. 215 North Joanna Avenue Tavares, FL 32778

The names and addresses of the Directors are:

<u>NAME</u>	<u>ADDRESS</u>
LARRY M. PHILLIPS	3320 South U.S. Highway 27/441 Fruitland Park, FL 34731
SCOTT D. ALLEN	3320 South U.S. Highway 27/441 Fruitland Park, FL 34731

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of three (3) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

C. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

D. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

E. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX **Effective Date**

The date that corporate existence shall begin shall and be the date of execution of these Articles of Incorporation. This election is pursuant to Florida Statute 607.0123.

ARTICLE X **Registered Office and Registered Agent**

The address of the initial registered office of this corporation is 215 North Joanna Avenue, Tavares, FL 32778. The name of the Registered Agent of this corporation is WILLIAM H. CAUTHEN, ESQUIRE, at the above office address.

ARTICLE XI **Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 4th day of February, 1997.


WILLIAM H. CAUTHEN, ESQUIRE

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

I hereby accept to act as initial Registered Agent for PHILLIPS CHRYSLER-PLYMOUTH-JEEP-EAGLE, INC. as stated in these Articles of Incorporation.

Dated: February 4, 1997.


WILLIAM H. CAUTHEN, ESQUIRE

FILED
97 FEB -5 PM 12: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA