[redacted]

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000047151

Hampton Automotive Group, Inc

400002536594--7
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****122.50 ****122.50

✓ Art of Inc. File cert.
___ LTD Partnership File
___ Foreign Corp. File
___ L.C. File
___ Fictitious Name File
___ Trade/Service Mark
___ Merger File
___ Art. of Amend. File
___ RA Resignation
___ Dissolution / Withdrawal
___ Annual Report / Reinstatement
✓ Cert. Copy
___ Photo Copy
___ Certificate of Good Standing
___ Certificate of Status
___ Certificate of Fictitious Name
___ Corp Record Search
___ Officer Search
___ Fictitious Search
___ Fictitious Owner Search
___ Vehicle Search
___ Driving Record
___ UCC 1 or 3 File
___ UCC 11 Search
___ UCC 11 Retrieval
___ Courier

FILED
98 MAY 27 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY 27 AM 10:11
DIVISION OF CORPORATION

QN5-27-98

Signature

Requested by:

Name	Date	Time
CJ	5/27	9:58

Walk-In ______ Will Pick Up ______

ARTICLES OF INCORPORATION

OF

HAMPTON AUTOMOTIVE GROUP, INC.

FILED
98 MAY 27 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **Hampton Automotive Group, Inc.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 50,000 shares of $1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to other.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is **230 SW Hollywood Boulevard, Fort Walton Beach, Florida 32548** and the name and address of the initial registered agent of this corporation is **JAMES W. GRIMSLEY, 25 Walter Martin Road NE, Fort Walton Beach, Florida 32548.**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation is:

Mark A. Hampton
4895 Johnston Street
Lafayette, LA 70503

ARTICLE VIII- INCORPORATORS

The name and address of the person signing these articles is:

Mark A. Hampton
4895 Johnston Street
Lafayette, LA 70503

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SHARES OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

Mark A. Hampton - 50,000 shares

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or directors to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XIII - TAX ARTICLE

It is the intention of this charter that the capital stock of this corporation will be subject to the provisions of Sections 1242 through 1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 22nd day of MAY, 1998.

_________________ (Seal)
MARK A. HAMPTON

STATE OF LOUISIANA
COUNTY OF LAFAYETTE

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **MARK A. HAMPTON,** who is personally known to me or has produced ____________ as identification, and who did/did not take an oath, and known by me to be the person who executed the foregoing Articles of Incorporation and said person acknowledged before me that he executed those Articles of Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 22nd day of MAY, 1998.

____
Notary Public
Typed Name..................PAULA M. DRESSING
Commission No. N/A
My Commission Expires: COMMISSIONED FOR LIFE

Prepared by:
JAMES W. GRIMSLEY
Smith, Grimsley, Bauman, Pinkerton,
Petermann, Saxer & Wells
P.O. Box 2379
Fort Walton Beach, FL 32549

Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent upon Whom Process May be Served:

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FILED 98 MAY 27 AM 11:30 SECRETARY OF STATE TALLAHASSEE, FLORIDA

FIRST: That **HAMPTON AUTOMOTIVE GROUP, INC.,** a corporation duly organized and existing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Fort Walton Beach, Florida, has named **JAMES W. GRIMSLEY, 25 Walter Martin Road, NE, Fort Walton Beach, Florida, 32548**, as its agent to accept service of process for the above-named corporation at the place designated in this Certificate.

SECOND: Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

JAMES W. GRIMSLEY
Registered Agent

FILED 98 MAY 27 AM 11:30 SECRETARY OF STATE TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and subscribed before me by **JAMES W. GRIMSLEY** who is personally known to me or who produced ____________________ as identification, and who did/did not take an oath, this 19th day of May 1998.

Christopher Paul Saxer
Notary Public
Typed Name
Commission No.
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA

CHRISTOPHER PAUL SAXER
My Commission CC407700
Expires Oct. 21, 1998
Bonded by NFNU
800-224-6368

corporate\hampton auto.aoi