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CORPORATION(S) NAME

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Sonic-Blond Pontiac-Cadillac, Inc.

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TO  
JEFFREY D. BUTTERFIELD

T. SMITH FEB 16 1999

**ARTICLES OF INCORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I                    NAME

The name of the corporation shall be:

**Sonic - Lloyd Pontiac - Cadillac, Inc.**

ARTICLE II                    PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**100 E. 23rd Street  
Panama City, Florida 32405**

ARTICLE III                    SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**One Thousand (1,000)**

ARTICLE IV                    INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

**Ken Marks, Jr.  
24825 U.S. Highway 19 North  
Clearwater, Florida 33763**

ARTICLE V                    INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

**Stacey A. Barnett  
Parker, Poe, Adams & Bernstein L.L.P.  
2500 Charlotte Plaza  
Charlotte, North Carolina 28244**

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*Stacey A. Barnett*

Signature/Incorporator

February 8, 1999

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

*Ken Marks, Jr.*

Signature/Registered Agent

Ken Marks, Jr.

2/15/99

Date