

LAW OFFICES OF

BRIAN L. BARKER

A PROFESSIONAL ASSOCIATION

SOUTHTRUST BANK BUILDING
150 SECOND AVENUE NORTH, SUITE 900
ST. PETERSBURG, FLORIDA 33701
(727) 822-1158
FAX (727) 894-7200

PO10000673274
July 20, 2001

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

500004492385--7
-07/24/01--01003--021
*****78.75 *****78.75

Re: Incorporation of PREMIER AUTO GROUP SOUTH, INC.

Dear Sirs:

Enclosed please find Articles of Incorporation for PREMIER AUTO GROUP SOUTH, INC., together with the Acceptance of Designation as Registered Agent. A check in the amount of \$78.75 is enclosed to pay the filing fee and charge for issuing a certified copy of the Articles.

Please send the certificate of incorporation and certified copy of the Articles to Jonathan Pelosi at 6233 6th Ave. N., St. Petersburg, Florida 33710.

Should you have any questions regarding this matter, please do not hesitate to contact me at (727) 822-1158.

Very truly yours,


Brian L. Barker

BLB/lka
Enclosures

FILED
01 JUL 23 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10AMTH JUL 25 2001

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FILED
01 JUL 23 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PREMIER AUTO GROUP SOUTH, INC.

I, the undersigned subscriber to these Articles of Incorporation and incorporator of Premier Auto Group South, Inc., being Sui Juris, do hereby form a Corporation under the provisions of Chapter 607, Florida Statutes (2000).

ARTICLE I

The corporate entity shall be named PREMIER AUTO GROUP SOUTH, INC.

ARTICLE II

The principal mailing address of the corporation shall be 6233 6th Ave. N. St. Petersburg, Florida 33710.

ARTICLE III

This corporation is being established for the purpose of providing a selection of specialty products and services to consumers and businesses. Additionally, the business is being established for the purpose of engaging in any other business authorized by the laws of the State of Florida.

ARTICLE IV

The corporation is authorized to issue 10,000 shares of common stock which shall have a par value of \$.01. Unless these Articles of Incorporation are subsequently amended, the corporation is not authorized to divide its shares of stock into classes or to issue preferred stock.

ARTICLE V

The corporation hereby designates and appoints JONATHAN PELOSI as its initial registered agent. Said registered agent shall maintain his office at 6233 6th Ave. N., St. Petersburg, Florida 33710. Said registered agent shall acknowledge acceptance of his designation and appointment as registered agent by executing an Acceptance of Designation and Appointment as Registered Agent, and filing same contemporaneously with these Articles of Incorporation.

ARTICLE VI

The names and addresses of the initial board of directors to these Articles of Incorporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------------|--|
| Jonathan Pelosi President | 6233 6 th Ave. N. St. Petersburg, FL 33710 |

Michael A. Mauro
Vice President

770 76th Ave. N.
St. Petersburg, FL 33702

Deborah Pelosi
Secretary/Treasurer

6233 6th Ave. N.
St. Petersburg, FL 33710

ARTICLE VII

The corporation shall have perpetual existence, unless otherwise dissolved.

ARTICLE VIII

All business affairs and corporate powers of the corporation shall be exercised by, or under the authority of, the Board of Directors.

ARTICLE IX

The original by-laws of the corporation shall be made, prepared and adopted by a majority of the Board of Directors. Thereafter, the by-laws may be amended by the Board of Directors through a majority vote of the directors present at any regular meeting of the board, or at any special meeting of the board called for such purpose.

ARTICLE X

The Articles of Incorporation may be amended as provided by law. Every amendment to said Articles shall be approved and adopted by the Board of Directors, submitted to the stockholders for approval, and must be approved by a majority of the stockholders entitled to vote thereon at a stockholders meeting,

unless all the directors and stockholders sign a written statement setting forth their approval of the proposed amendments to these Articles of Incorporation.

ARTICLE XI

Meetings of the officers, directors and stockholders may be held in or out of the State of Florida.

IN WITNESS WHEREOF, I have subscribed my signature to these Articles of Incorporation on this 20th day of July, 2001.

Signed, sealed and delivered

in the presence of:

[Signature]
WITNESS

[Signature]
JONATHAN PELOSI

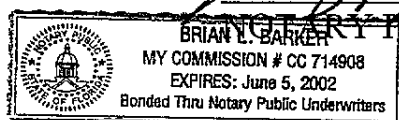
[Signature]
WITNESS

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, personally appeared JONATHAN PELOSI, who is personally known by me or who has produced _____ as identification, and who executed the foregoing Articles of Incorporation this 20th day of July, 2001.

My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF
PREMIER AUTO GROUP SOUTH, INC.

Notice is hereby given that I, JONATHAN PELOSI, do accept my designation and appointment as registered agent of PREMIER AUTO GROUP SOUTH, INC. Furthermore, I hereby represent that I am familiar with, and accept the obligations provided by Section 607.0505, Florida Statutes.

In accordance with provisions of Section 48.091, Florida Statutes, my street address is:

JONATHAN PELOSI
6233 6th Ave. N.
St. Petersburg, FL 33710

IN WITNESS WHEREOF, I have affixed my signature to this acceptance on this 20th day of July, 2001.

Signed, sealed and delivered
in the presence of:

[Signature]
Witness

[Signature]
Witness

[Signature]
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 23 PM 2:15

FILED

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, personally appeared JONATHAN PELOSI, who is personally known by me or who produced _____ as identification, and who executed the foregoing Acceptance of Designation as Registered Agent.

SWORN TO AND SUBSCRIBED before me this 20 day of July, 2001.

[Signature]
Notary Public

My Commission Expires:

