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FROM: BARNETT, BOLT, KIRKWOOD & LONG
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NAME: SOUTHEAST DODGE TRUCK DEALERS ADVERTISING AS

AUDIT NUMBER.....H98000003185

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

SOUTHEAST DODGE TRUCK DEALERS ADVERTISING ASSOCIATION II, INC.,

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as an incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be:

Southeast Dodge Truck Dealers Advertising Association II, Inc.

ARTICLE II

Principal Office/Mailing Address

The street (and mailing) address of the initial principal office of this Corporation is 4175 Chrysler Drive, Memphis, Tennessee 38118-7018.

ARTICLE III

Purpose

The sole purpose of this Corporation is to serve as a conduit through which advertising funds collected by Chrysler Corporation from authorized Dodge truck dealers located in the Southeast Zones (as hereafter defined) shall be expended to advertise and promote the sale of new

Barnett, Bolt, Kirkwood & Long
601 Bayshore Boulevard
Suite 700
Tampa, Florida 33606
Leslie Wager Hudock (telephone #813-253-2020)
FL Bar No. 0650706

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Dodge trucks by authorized Dodge dealers in the Southeast Zones, and to provide for contingent liabilities associated with such advertising. The term "Southeast Zones" shall mean those portions of Florida, Alabama, Tennessee, Mississippi, Louisiana and Arkansas designated by Chrysler Corporation from time to time as the Memphis and New Orleans Zones, respectively.

ARTICLE IV

Powers

This Corporation shall have all of the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation. Notwithstanding any other provision herein, no part of the profits of the Corporation shall inure to the benefit of, or be distributed to, its officers or directors, except that the Corporation shall be empowered to pay reasonable compensation for services rendered.

ARTICLE V

Members

The Corporation shall have members. Qualifications for membership and the manner of the admission of such members shall be as regulated by the Bylaws.

ARTICLE VI

Directors

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. The Board of Directors shall initially be comprised of nine (9) directors; provided, however, the number of directors may be increased or subsequently decreased from time to time in the manner provided by

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the Bylaws, but shall never be less than three (3). Each director shall serve for a term of one (1) year. The names and addresses of the individuals who will serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Michael Coughlin	National Dodge Field Marketing Manager Chrysler Corporation 1000 Chrysler Drive Auburn Hills, Michigan 48326
John Falke	Memphis Zone Manager Chrysler Corporation 4175 Chrysler Drive Memphis, Tennessee 38118-7018
David Peart	New Orleans Zone Manager Chrysler Corporation 128 Northpark Boulevard Covington, Louisiana 70433-5005
Steve Helms	Helms Motor Company, Inc. 694 East Church Street Lexington, Tennessee 38351
Gary Mathews	Gary Mathews Motors, Inc. 1100 New Ashland City Road Clarksville, Tennessee 37040
Butch Martindill	Little Rock Dodge, Inc. 5809 S. University Little Rock, Arkansas 72219-8904
Doug Wilson	Wilson Dodge 2131 Highway 80 West Jackson, Mississippi 39204
Tim Whitehead	Tim Whitehead C/P/D 123 Plaza Road Enterprise, Alabama 36330
Dallas Salsbury	Dodge City 9550 Airline Highway Baton Rouge, Louisiana 70898

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The successors to the initial Directors named above shall be appointed in the manner provided in the Bylaws of the Corporation.

ARTICLE VII

Initial Registered Office and Agent

The initial registered office of the Corporation shall be 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the initial registered agent at such address shall be Leslie Wager Hudock.

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation as incorporator is:

John Falke

4175 Chrysler Drive
Memphis, Tennessee 38118-7018

ARTICLE IX

Indemnification

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

ARTICLE X

Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation. Notwithstanding any contrary provision contained in Chapter 617 of the

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Florida Statutes, members are not entitled to vote on amendments to the Articles of Incorporation, and amendments shall be adopted by the unanimous written consent of the Board of Directors or at a meeting of the Board of Directors by a majority vote of the directors then in office.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of February, 1998.


JOHN FALKE
Incorporator

The undersigned registered agent hereby acknowledges that she is familiar with, and accepts, the obligations of registered agent of this Corporation.

Date: February 17, 1998


LESLIE WAGER HUDOCK
Registered Agent

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