



THE UNITED STATES  
CORPORATION  
COMPANY

P0000001048

ACCOUNT NO. : 072100000032

REFERENCE : 570111 80360A

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED  
00 JAN 31 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 31, 2000

ORDER TIME : 1:22 PM

ORDER NO. : 570111-005

CUSTOMER NO: 80360A

CUSTOMER: J. Michael Lindell, Esq  
HAYES & LINDELL PA  
HAYES & LINDELL PA  
Suite 620 Blackstone Building  
233 East Bay Street  
Jacksonville, FL 32202

FILED  
00 JAN 31 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FRANK GRIFFIN USED CARS, INC.

EFFECTIVE DATE:

4000003116474--8

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: PH

RECEIVED  
00 JAN 31 PM 2:34  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

1/31/2000

ARTICLES OF INCORPORATION  
OF  
FRANK GRIFFIN USED CARS, INC.

FILED  
00 JAN 31 PM 3: 29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Frank Griffin Used Cars, Inc. The corporation's initial principal office and mailing address are located at 5711 Philips Highway, Jacksonville, Florida 32216.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

## ARTICLE IV

### TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing with the filing of these Articles of Incorporation.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 233 East Bay Street, Suite 620, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation is J. Michael Lindell. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation is as follows:

NAME

ADDRESS

Franklin G. Griffin

4159 Clearwater Lane  
Jacksonville FL 32223

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

NAME

ADDRESS

J. Michael Lindell

233 East Bay Street, Suite 620  
Jacksonville FL 32202

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

## ARTICLE IX

### PRE-EMPTIVE RIGHTS

Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

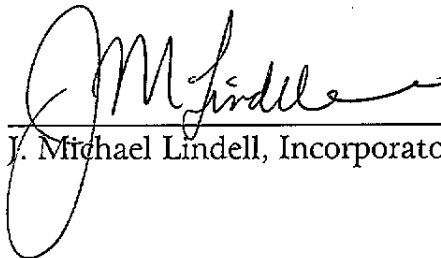
A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and

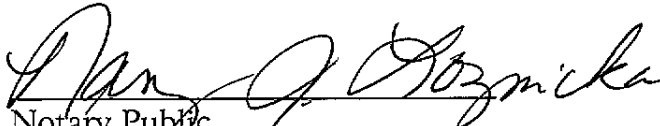
inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 27 day of January, 2000.

 (SEAL)  
J. Michael Lindell, Incorporator

STATE OF FLORIDA }  
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this the 27 day of January, 2000, by J. Michael Lindell who is personally known to me and who did take an oath.

  
Notary Public  
My Commission Expires: \_\_\_\_\_



Nancy J. Loznicka  
MY COMMISSION # CC833670 EXPIRES  
June 15, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

\_\_\_\_\_  
(Typed, Stamped or Printed)

\_\_\_\_\_  
Serial Number (if any)

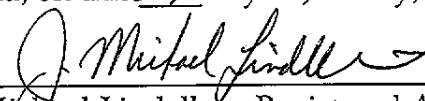
FILED  
JAN 31 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND  
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, Frank Griffin used Cars, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 5711 Philips Highway, Jacksonville, Florida 32216, has designated J. Michael Lindell as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 233 East Bay Street, Suite 620, Jacksonville, Florida 32202.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Frank Griffin Used Cars, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 233 East Bay Street, Suite 620, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 27 day of January, 2000.

  
\_\_\_\_\_  
J. Michael Lindell, as Registered Agent