

GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 250

225 SOUTH ADAMS STREET

POST OFFICE BOX 11189

TALLAHASSEE, FL 32302-3189

TELEPHONE 850-222-7717

FAX 850-222-3494

www.ghrlaw.com

J. CHARLES GRAY
GORDON H. HARRIS
RICHARD M. ROBINSON
PHILLIP R. FINCH
PAMELA O. PRICE
JAMES F. PAGE, JR.
WILLIAM A. BOYLES
THOMAS A. CLOUD
BYRD F. MARSHALL, JR.
J. MASON WILLIAMS, III
LEO P. ROCK, JR.
G. ROBERTSON DILG
CHARLES W. SELL
JACK A. KIRSCHENBAUM
RICHARD E. BURKE
GUY S. HAGGARD
FREDERICK W. LEONHARDT
BORRON J. OWEN, JR.
MICHAEL K. WILSON
JEFFREY D. KEINER
PAUL S. QUINN, JR.
DAVID L. SCHICK
JACK K. McMULLEN
SUSAN T. SPRADLEY
MICHAEL E. NEUKAMM
DONALD A. NOHRR
PHILIP F. NOHRR
WILLIAM G. BOLTIN, III
R. LEE BENNETT
TRACY A. MARSHALL
J. AVERY KIRST, JR.
WILBUR E. BREWTON
KENNETH J. PLANTE
MICHAEL E. WRIGHT
WILLIAM A. GRIMM
KENT L. HIPPI
DONALD H. GIBSON

THEODORE L. SHINKLE
JOHN M. BRENNAN
SCOTT W. SPRADLEY
KIMBERLY NOWORYTA SUNNER
MICHAEL J. BITTMAN

BRUCE M. HARRIS
R. DEAN CANNON, JR.
FRANK A. HAMNER
RICHARD A. RODGERS
KELLY BREWTON PLANTE
J. SCOTT SIMS
CATHERINE M. PECK
LORI T. MILVAIN
CHRISTINE A. NOWORYTA
W. CHRISTOPHER BROWDER
MARTHA H. MCINTOSH
LISA A. SPECHT
GREGORY W. MEIER
GREGORY W. GLASS
WILLIAM J. DENIUS
KURTIS T. BAUERLE
DEREK E. BRUCE
TROY A. KISHBAUGH
PAUL H. CHIPOK
MEDEA D. POOLE
JESSICA E. KIRKWOOD
JAMES F. JOHNSTON

OF COUNSEL

MALCOLM R. KIRSCHENBAUM
SYDNEY L. JACKOWITZ
MICHAEL J. CANAN
ALLEN R. GROSSMAN

10000022199

March 3, 2000

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

100003156771--1
-03/03/00--01078--011
*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **Articles of Incorporation** for the following entity:

GRS AUTO, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR -3 PM 12:45

KBP/amc
Enclosures
GHRCORP/GHR2.69
Neukamm/5085-1

FILED

MELBOURNE
(407) 727-8100

ORLANDO
(407) 843-8880

T. SMITH MAR 03 2000
(850) 222-7717

RECEIVED
00 MAR -3 AM 11:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GRS AUTO, INC.

The undersigned, acting as the incorporator of GRS AUTO, INC., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I - NAME

The name of the Corporation is GRS AUTO, INC. The mailing address of the Corporation shall be 656 Oak Hollow Way, Altamonte Springs, FL 32714.

ARTICLE II - CORPORATE EXISTENCE

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

ARTICLE III - DURATION

The Corporation shall exist perpetually.

FILED
00 MAR -3 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

201 E. Pine Street, Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of the Corporation at that address shall be:

Michael E. Neukamm

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

B. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Gregory Rothfeldt	656 Oak Hollow Way Altamonte Springs, FL 32714

Sandra Rothfeldt

656 Oak Hollow Way
Altamonte Springs, FL 32714

ARTICLE VIII - INCORPORATOR

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

Name

Address

Michael E. Neukamm

201 East Pine Street, Suite 1200
Orlando, Florida 32801

ARTICLE IX - BYLAWS

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

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 shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of march, 2000.



Michael E. Neukamm
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



Michael E. Neukamm

FILED
00 MAR -3 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA