

STRAYHORN & STRAYHORN

ATTORNEYS AND COUNSELLORS AT LAW

2125 FIRST STREET, SUITE 200

FORT MYERS, FLORIDA 33901

941/334-1269

COT. M. STRAYHORN (1889-1981)  
NORWOOD R. STRAYHORN (1911-1982)  
GUY R. STRAYHORN  
E. BRUCE STRAYHORN  
RICHARD W. PRINGLE

FACSIMILE  
941/334-1069

March 1, 2000

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: ARTICLES OF INCORPORATION FOR AUTO BUYING  
SERVICE, INC. & ADMINISTRATIVE SERVICES OF  
SOUTHWEST FLORIDA, INC.

200003155222--5

-03/02/00--01091--017

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Auto Buying Service, Inc. and Administrative Services of Southwest Florida, Inc. for filing with the State. We also enclose herein two checks for \$78.75 to cover the cost of filing the Articles and obtaining a certified copy of the Articles for each corporation. Please forward the certified copies of the Articles directly to our client at its address of 2219 River Ridge Boulevard S.E., Fort Myers, Florida 33905.

If any further information is necessary, please contact our office at the above number.

Sincerely,

*Hanson D. Skates*

Hanson D. Skates  
Legal Assistant to  
E. Bruce Strayhorn

/hds

FILED  
MAR -2 AM 8:34  
TALLAHASSEE, FLORIDA

CC.

ARTICLES OF INCORPORATION  
OF  
AUTO BUYING SERVICE, INC.

FILED  
00 MAR -2 AM 8:34  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AUTO BUYING SERVICE, INC.

The address of the principal office of this corporation shall be 2219 River Ridge Boulevard S.E., Fort Myers, Florida 33905, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered agent's office of the corporation shall be 2219 River Ridge Boulevard S.E., Fort Myers, Florida 33905, and the name of the initial registered agent of the corporation at that address is Robert W. Barnes.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director initially. The name and address of the initial member of the Board of Directors is:

Robert W. Barnes      2219 River Ridge Boulevard S.E., Fort Myers, Florida 33905  
Dir.

#### ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

Robert W. Barnes      2219 River Ridge Boulevard S.E., Fort Myers, Florida 33905  
President, Secretary, Treasurer

#### ARTICLE VIII. SPECIAL PROVISION

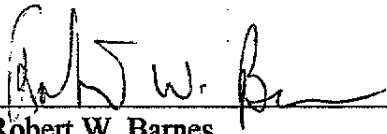
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

#### ARTICLE IX. INCORPORATOR

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

Robert W. Barnes, 2219 River Ridge Boulevard S.E., Fort Myers, Florida 33905.

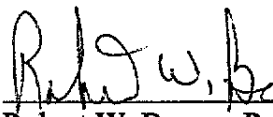
IN WITNESS WHEREOF, THE SAID INCORPORATOR has subscribed his name this  
29 day of February, 2000.

  
Robert W. Barnes

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Robert W. Barnes, an individual residing in the State of Florida, having an address of  
2219 River Ridge Boulevard S.E., Fort Myers, Florida 33905, and having been designated as the  
registered agent in the above and foregoing Articles, is familiar with and accepts the obligations  
of the position of registered agent under Section 607.0505, Florida Statutes.

By:   
Robert W. Barnes, Registered Agent

FILED  
00 MAR -2 AM 8:34  
TALLAHASSEE, FLORIDA