

The Rothman Law Offices

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Mitchell B. Rothman
Licensed in Florida & Texas

Mark A. Rothman

March 3, 2000

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*****78.50 *****78.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

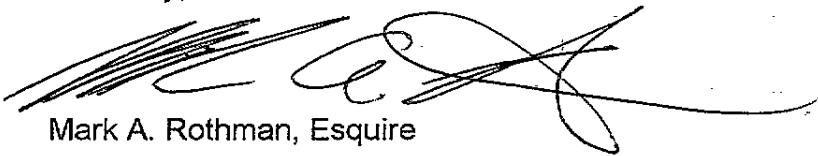
Re: Filing of Articles of Incorporation for
Butler's Fine Used Cars of Tampa, Inc.

Ladies and Gentlemen:

Enclosed are the Articles of Incorporation for a corporation to be incorporated as
Butler's Fine Used Cars of Tampa, Inc. Enclosed is also check in the amount of
\$78.50, representing the filing fee for the enclosed.

If you have any additional questions, please feel free to contact my office.

Sincerely,



Mark A. Rothman, Esquire

MAR/mr

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

BUTLER'S FINE USED CARS OF TAMPA, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

BUTLER'S FINE USED CARS OF TAMPA, INC.

ARTICLE II - ADDRESS

The principal address of the corporation shall be:

13707½ N. Nebraska Avenue
Tampa, FL 33613

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSES

The general character or nature of the business to be transacted by this Corporation is to do any and all legal acts as permitted under the laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of voting common stock, each having the par value of \$1.00.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI - NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name and address of its initial Registered Agent is:

NAME	ADDRESS
Dennis Butler	13707½ N. Nebraska Avenue Tampa, Florida 33613

ARTICLE VII - INCORPORATORS


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

NAME	ADDRESS
Dennis Butler	3386 Old Julian Road Whitsett, NC 27317

ARTICLE VIII - DATE OF COMMENCEMENT

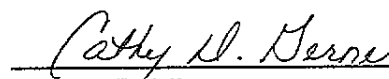
The date of commencement of corporation existence to commence upon the filing of the Articles herein by the Department of State.

IN WITNESS THEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29th of February, 2000.


Dennis Butler, Incorporator

STATE OF NORTH CAROLINA
COUNTY OF Guilford

BEFORE ME, a Notary Public authorized to take acknowledgements in the State of North Carolina, personally appeared Dennis Butler, who presented DRIVERS
LICENSE, as personal identification, who acknowledged to me that he executed these Articles of Incorporation.


Notary Public
State of North Carolina at Large

My Commission Expires: March 13, 2002

DEPARTMENT OF STATE

Certificate designating place of business or domicile for the Service of Process within this State, Naming Agent upon whom Process may be served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

BUTLER'S FINE USED CARS OF TAMPA, INC. a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 13707½ N. Nebraska Avenue, Tampa, FL 33613, County of Hillsborough, State of Florida, and names Dennis Butler, 13707½ N. Nebraska Avenue, Tampa, FL 33613, County of Hillsborough, State of Florida, as its agent to accept service of process with the State.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

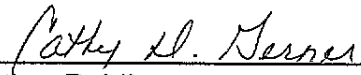

Dennis Butler, Registered Agent

AFFIDAVIT:

STATE OF NORTH CAROLINA
COUNTY OF Guilford

Before me personally appeared Dennis Butler, who presented DRIVERS
LICENSE, as personal identification, and who, being duly sworn, deposes and says that he executed the foregoing instrument for the purposes expressed therein.

SWORN TO and subscribed before me this 29th of February, 2000.


Cathy L. Garner
Notary Public
State of North Carolina at Large

My Commission Expires: MARCH 13, 2002

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