

Division of Corporations

Page 1 of 1

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

VALU AUTO GROUP, INC.

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ARTICLES OF INCORPORATION
OF
VALU AUTO GROUP, INC.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of VALU AUTO GROUP, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is VALU AUTO GROUP, INC. and the street address of the initial principal office of the Corporation is 2001 South Federal Highway, Delray Beach, Florida 33483.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

PREPARED BY: Gerald W. Gritter, Esquire
English, McCaughan & O'Bryan, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 0282170

FAX AUDIT NO. H00000026210 5

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

Name

Address

George Fussell

2001 South Federal Highway
Delray Beach, Florida 33483

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Gerald W. Gritter, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

FAX AUDIT NO. H00000026210 5

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
of Incorporation this 11th day of May, 2000.

A handwritten signature in black ink, appearing to read 'Gerald W. Gritter', written over a horizontal line.

GERALD W. GRITTER, Incorporator

FAX AUDIT NO. H00000026210 5

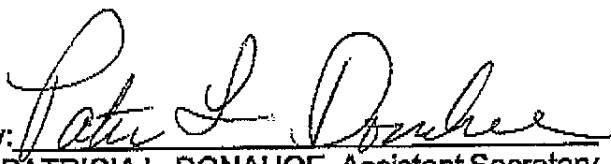
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for VALU AUTO GROUP, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: May 11, 2000

By: 
PATRICIA L. DONAHOE, Assistant Secretary

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