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TRANSMITTAL LETTER

June 13, 2000

Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Subject: ARTICLES OF INCORPORATION
SOUTHERN AUTOMOTIVE, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation and check in the amount of \$78.75 for filing fee.

Please return to:

Timaeus C. Weflen
1021 S. Combee Road
Lakeland, FL 33801

FILED
00 JUN 21 PM 6:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 23 2000

**ARTICLES OF INCORPORATION
OF
SOUTHERN AUTOMOTIVE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s) to these Articles of Incorporation; all of whom are natural persons(s) competent to contract, hereby form a corporation under the laws of the State of Florida

ARTICLE I. NAME

The name of the corporation is: **SOUTHERN AUTOMOTIVE, INC.**

**ARTICLE II. PERMITTED BUSINESS
AND ACTIVITIES**

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of auto sales, and any related business.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state; territory, district or possession of the United States and all such activities or business as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in this state and in any of the several states, territories, possessions, and dependencies of the United States, the District of Columbia; and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses or other rights or interest thereunder or therein.

(d) Take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any state or government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell, and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholder's quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for education, scientific, or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, leasing company, trust, or other enterprise, against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of sub-chapter (i) hereof.

(k) Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in the certificate of incorporation, jointly or in common with others, so long as the participating corporation, person, or association would have power to do so alone.

The foregoing clauses are both purposes and does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1000

common stock, have a par value of NO DOLLAR (\$0.00) per share. The consideration to be paid for each share be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares at the time.

ARTICLE IV. TERM OF EXISTENCE

The existence of this corporation is to begin upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE V. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the State of Florida is:

**1021 S. Combee Road
Lakeland, FL 33801**

The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within in without the State of Florida as it may designate.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is:

**1021 S. Combee Road
Lakeland, FL 33801**

The name of the initial corporation's registered agent at that address is:

Timaeus C. Weflen

The Board of Directors may from time to time move the registered agent office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have two director(s) initially. The number of directors may be increased or diminished from time to time, as provided by the Bylaws.

ARTICLE VIII. DIRECTOR'S POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or any Bylaws that may be adopted by the shareholder(s).

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors as members or employees, or in which they are interested, or between this corporation and any other corporation, association, or other enterprise of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, or because of his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, and in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable therein.

ARTICLE IX. ORIGINAL DIRECTORS

The name and address of each member of the first Board of Directors is:

Timaecus C. Weflen	1021 S. Combee Road Lakeland, FL 33801
Cheryl L. Fulton-Weflen	1021 S. Combee Road Lakeland, FL 33801

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE X. INCORPORATORS

The name and address of the incorporators(s) to the Articles of Incorporation and their receptive initial ownership interests are:

Timaeus C. Weflen	1021 S. Combee Road Lakeland, FL 33801	50 %
Cheryl L. Fulton-Weflen	1021 S. Combee Road Lakeland, FL 33801	50 %

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholder(s) herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors, proposed by them to the shareholder(s), and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other as may be provided by law.

ARTICLE XII. ACTION OF SHAREHOLDERS WITHOUT MEETING

No action of the shareholder(s) may be taken without a meeting, unless a consent in writing setting forth the action to be taken shall be signed by all of the shareholder(s) of the corporation who are entitled to vote and be filed with the secretary of the corporation as part of the corporate records. It is not necessary that all shareholder(s)

sign the same document.

Timaeus C. Weflen
Incorporator, Timaeus C. Weflen

Cheryl L. Fulton-Weflen
Incorporator, Cheryl L. Fulton-Weflen

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared Timaeus C. Weflen and Cheryl L. Fulton-Weflen, the person(s) designated and in whom executed the foregoing Articles of Incorporation; and Timaeus C. Weflen and Cheryl L. Fulton-Weflen subscribe(s) to the Articles of Incorporation.

WITNESS MY HAND and official seal in the state and county name above this 16th day of June, 2000.

Diane B. Bailey
Notary Public

My commission expires:

(attach notarial seal)

 Diane B Bailey
My Commission CC790618
Expires November 12, 2002

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
00 JUN 21 PM 6:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

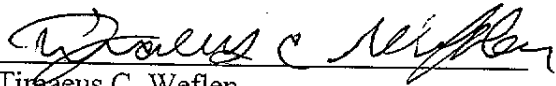
SOUTHERN AUTOMOTIVE, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted according to said Act:

That Southern Automotive, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the city of Lakeland, county of Polk; located in Florida, has named Timaeus C. Weflen at 1021 S. Combee Road; Lakeland, FL 33801 as its agent to accept process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


Timaeus C. Weflen
Registered Agent
(863) 667-9036