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Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

PREMIER AUTOMOTIVE WHOLESALE, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 29, 2000

FAS-T

SUBJECT: PREMIER AUTOMOTIVE WHOLESALE, INC.
REF: W00000016507

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

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Becky McKnight
Document Specialist

FAX Aud. #: H00000034224
Letter Number: 900A00036575

ARTICLES OF INCORPORATION
of

PREMIER AUTOMOTIVE WHOLESALE, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

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

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Company is authorized to issue Five Hundred shares (500) of one Dollar(s) (\$1) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if know, or the mailing address of the corporation is:

NAME	PREMIER AUTOMOTIVE WHOLESALE, INC.
ADDRESS	24945 U.S. HIGHWAY 19 NORTH
CITY, STATE, ZIP	CLEARWATER, FLORIDA 33763

The name and street address if the Initial Registered Agent of this Corporation is:

NAME	STACY R. ROGERS
ADDRESS	24945 U.S. Highway 19 North
CITY, STATE, ZIP	CLEARWATER, FL 33763

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).
The names and addresses of the initial director(s) of the corporation are as follows:

NAME	STACY R. ROGERS
ADDRESS	2618 WEST GRAND RESERVE CIRCLE, #633
CITY, STATE, ZIP	CLEARWATER, FL 33759
NAME	CHARLIE B. ROGERS
ADDRESS	2618 WEST GRAND RESERVE CIRCLE, #633
CITY, STATE, ZIP	CLEARWATER, FL 33759
NAME	
ADDRESS	
CITY, STATE, ZIP	

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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	STACY R. ROGERS
ADDRESS	2618 WEST GRAND RESERVE CIRCLE, #633
CITY, STATE, ZIP	CLEARWATER, FL 33759
NAME	CHARLIE B. ROGERS
ADDRESS	2618 WEST GRAND RESERVE CIRCLE, #633
CITY, STATE, ZIP	CLEARWATER, FL 33759
NAME	
ADDRESS	
CITY, STATE, ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation the 23rd Day of June, 2000

Stacy R. Rogers (Seal)
STACY R. ROGERS
Charlie B. Rogers (Seal)
CHARLIE B. ROGERS

STATE OF FLORIDA

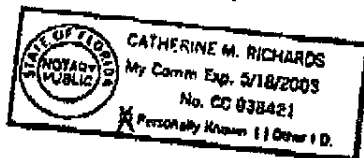
COUNTY OF PINELLAS _____ SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally
STACY R. ROGERS, CHARLIE B. ROGERS

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 23 Day of June, 2000

(Notary Seal)



Catherine M. Richards
(Notary Public, State of Florida At Large)

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENTCERTIFICATE OF REGISTERED AGENT
OFPREMIER AUTOMOTIVE WHOLESALE, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
is registered office as indicated in the Articles of Incorporation at:

24945 U.S. HIGHWAY 19 NORTH

CLEARWATER, FLORIDA 33763

has named

STACY R. ROGERS

located at the aforesaid address, as its Registered Agent to accept service of process
within the 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 provisions of Florida Law in keeping open said office.x 
STACY R. ROGERS - REGISTERED AGENTSFILED
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TALLAHASSEE, FLORIDA