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June 27, 1999

Law Office of
MICHELLE C. FRIGOLA
A Professional Association

Michelle C. Frigola

Of Counsel
Alfred K. Frigola

FEDERAL EXPRESS
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Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
00 JUN 29 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FL 32399

Re: Long's Auto Center, Inc.
File No.: 00-130

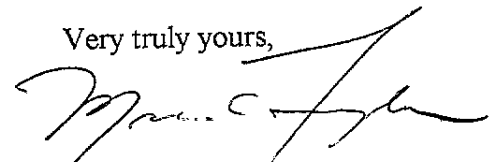
Dear Sir or Madam:

Please find enclosed an original and one (1) copy of the Articles of Incorporation and the Certificate of Resident Agent for the above-referenced corporation. Also find enclosed Michelle C. Frigola, P.A., Escrow Account check number 1754 in the amount of Seventy-Eight Dollars and 75/100 (\$78.75) representing your costs for filing the Articles of Incorporation.

Please return the filed Articles of Incorporation in the Federal Express envelope with the enclosed Airbill at your earliest possible convenience.

Should you have any questions or concerns, please do not hesitate to contact the undersigned.

Very truly yours,


Michelle C. Frigola

Lighthouse Point
Professional Center
5340 North Federal Highway
Suite 104
Lighthouse Point, Florida 33064

(954) 360-0907
FAX (954) 360-0908

MCF/pdl
Encls. (w/Check No. 1754)
cc: Long's Auto Center, Inc.

7-3
100

ARTICLES OF INCORPORATION
OF
LONG'S AUTO CENTER, INC.

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00 JUN 29 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

LONG'S AUTO CENTER, INC.

ARTICLE II

The initial post office address of this principal office of this corporation, in the State of Florida is:

333 S.W. 14th Avenue
Pompano Beach, Florida 33069

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The Registered Resident Agent for the corporation is:

Michelle C. Frigola, Esquire
Michelle C. Frigola, P.A.
Lighthouse Point Professional Center
5340 N. Federal Highway, Suite 104
Lighthouse Point, Florida 33064

ARTICLE V

The general nature of the business to be transacted by this corporation is:

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE VI

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE VII

The amount of capital with which this Corporation will begin business is One Thousand Dollars (\$1,000.00).

ARTICLE VIII

The stockholders may from time to time move the principal office of this corporation to any other address in Florida.

ARTICLE IX

This corporation shall have at least two (2) Directors initially, but the number of Directors may be increased from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE X

The names and post office addresses of the initial Board of Directors and Officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION</u>
DAVID M. LONG	1300 N.E. 40th Street Pompano Beach, FL 33064	Director/President
BONNIE LONG	1300 N.E. 40th Street Pompano Beach, FL 33064	Director/Secretary

ARTICLE XI

The name and post office address of each incorporator is:

DAVID M. LONG
1300 N.E. 40th Street
Pompano Beach, Florida 33064

ARTICLE XII

The corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon. Further, the corporation reserves the right to provide in the By-Laws for issuance of stock certificates; and, the corporation shall have the right of first refusal to purchase any stock issued by the corporation.

ARTICLE XIII

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or who was a Director, Officer, employee, or agent of the Corporation, or who is serving or was serving at the request of the Corporation as Director, Officer, employee, or agent, of another corporation, partnership, joint venture, trust, or other enterprise, against any 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 authority to indemnify him against such liability under the provisions under these Articles, or under law.

ARTICLE XIV

No contract or other transaction between the Corporation and one or more of its Directors of any other corporation, firm, association, or entity in which one or more of its Directors or Officers are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a

Committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if: ---

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or Committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interest Directors; or

(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable, as to the Corporation at the time it is authorized by the Board, a Committee, or the stockholders.

IN WITNESS WHEREOF, we have hereunto subscribed our names on this 28th day of June, 2000.

WITNESSES: ---

[Signature]
Witness

David M. Long
DAVID M. LONG, President

Michelle C. Frigola
Printed Name

Paula D. Lirette
Witness

Paula D. Lirette
Printed Name

STATE OF FLORIDA)
COUNTY OF BROWARD)

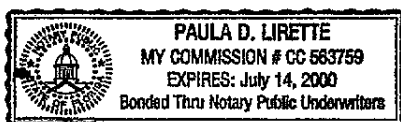
I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **DAVID M. LONG**, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and an oath was not taken. (check one:) ☐ Said person(s) is/are personally known to me. ☒ Said person(s) provided the following type of identification: Fla. drivers license

Notary Seal ---

My Commission Expires: ---

--- Witness my hand and official seal in the County and State last aforesaid this 28th day of June, A.D., 2000.

Paula D. Lirette
Notary Signature
Paula D. Lirette
Printed Name



CERTIFICATE OF RESIDENT AGENT

IN FURTHERANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST: **LONG'S AUTO CENTER, INC.**

desiring to organize under the Laws of the State of Florida, with its principal place of business as
indicated in the Articles of Incorporation, in the County of Broward, State of Florida has named:

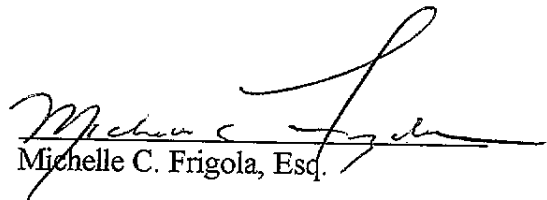
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TALLAHASSEE, FL 32399

as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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


Michelle C. Frigola, Esq.