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July 11, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Re: **Prime Plus Dealer Services, Inc.**

Ladies and Gentlemen:

Enclosed please find the following documents:

1. Articles of Incorporation of Prime Plus Dealer Services, Inc.;
2. Certificate Designating Registered Office and Registered Agent and Street Address for Service of Process; and
3. Certificate of Domestication of Prime Plus Dealer Services, Inc.

Also enclosed please find a check in the amount of \$128.75 to cover the \$78.75 fee to file the incorporating documents and \$50.00 to file the Certificate of Domestication.

If you have any questions please do not hesitate to call my office.

Sincerely,

AMARI & THERIAC, P.A.

Matthew J. Monaghan
Matthew J. Monaghan, Esquire

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 12 AM 10:50

7/17/00

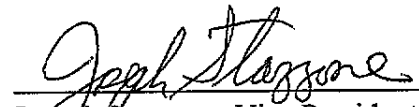
CERTIFICATE OF DOMESTICATION

The undersigned, **Joseph Stazzone**, Vice President, of **Prime Plus Dealer Services, Inc.**, a foreign

Corporation, in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was March 29, 1999.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was State of Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was **Prime Plus Dealer Services, Inc.**
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is **Prime Plus Dealer Services, Inc.**
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was State of Delaware.

I am **Joseph Stazzone** and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 11th day of July, 2000.



Joseph Stazzone, Vice President

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00 JUL 12 AM 10:50

**ARTICLES OF INCORPORATION
OF
PRIME PLUS DEALER SERVICES, INC.**

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DIVISION OF CORPORATIONS
00 JUL 12 AM 10: 50

Article I
Name

The name of the corporation is **PRIME PLUS DEALER SERVICES, INC.**

Article II
Duration

This duration of this corporation is perpetual. The date and time of commencement is the time these Articles are subscribed and acknowledged if filed with the Department of State of the State of Florida within five (5) days after such date, but if not filed within five (5) days, the time of filing with the Department of State.

Article III
General Purposes

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

Article IV
Shares

The aggregate number of shares of stock which the corporation shall have authority to issue is 1,000,000 shares of common voting stock having a par value of \$.01 per share.

Article V
Principal Office and Registered Agent

The street address of the principal office of the corporation is 99 N. Atlantic Ave. The name of the initial registered agent of the corporation at that address is Joseph Stazzone.

Article VI
Directors

The number of directors constituting the initial board of directors is three (3), and the names and addresses of the persons who are to serve as members thereof are as follows:

<u>NAME</u>
<u>STREET ADDRESS</u>

Robert Nelson

99 N. Atlantic Ave.,
Cocoa Beach, FL 32931

Joseph Stazzone

99 N. Atlantic Ave., Cocoa Beach, FL 32931

Robert Williams

99 N. Atlantic Ave., Cocoa Beach, FL 32931

The number of directors may be changed from time to time by the bylaws.

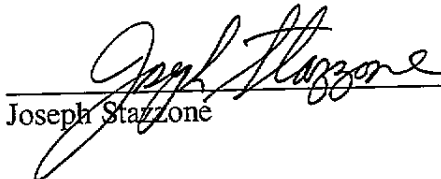
Article VII
Incorporator

The name and street address of the incorporator is as follows:

NAME _____ STE _____

Joseph Stazzone 99 N. Atlantic Ave., Cocoa Beach, FL 32931

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and hereby executes the foregoing Articles of Incorporation under the laws of the State of Florida this 11TH day of JULY, 2000.

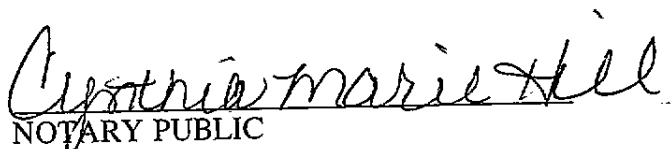


Joseph Stazzone

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 11TH day of JULY, 2000 by **Joseph Stazzone**, who is personally known to me, and who did not take an oath.

NOTARY PUBLIC-STATE OF FLORIDA
CYNTHIA MARIE HILL
COMMISSION NUMBER CC577278
EXPIRES AUGUST 14, 2000
AMERICAN SURETY ASSOCIATES
1-888-NOTARY-1



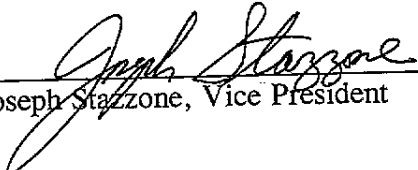
NOTARY PUBLIC

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS**

In compliance with FLA. STAT. Sections 48.091, 607.034, the following is submitted:

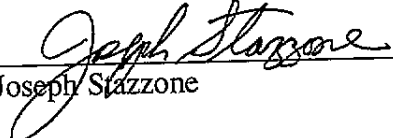
PRIME PLUS DEALER SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **Joseph Stazzone**, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 99 N. Atlantic Ave., Cocoa Beach, FL 32931.

PRIME PLUS DEALER SERVICES, INC.

By: 
Joseph Stazzone, Vice President

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of **PRIME PLUS
DEALER SERVICES, INC.** for service of process within the State of Florida.


Joseph Stazzone

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DIVISION OF CORPORATIONS
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