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PATRICK R. CUNNINGHAM, P.A.
ATTORNEY AT LAW
3008 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34205
(941) 747-6433

FILED
00 JUL 31 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 27, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-07/31/00--01116--002
*****78.75 *****78.75

RE: DESOTO AUTO MALL, INC.

Dear Sirs:

Enclosed you will find the Articles of Incorporation for the above-referenced Corporation, along with our check payable to the Secretary of State in the amount of \$78.75, in payment of the following:

Corporation filing fee	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$8.75
TOTAL	\$ 78.75

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Sincerely,


Patrick R. Cunningham, Esq.

PRC:kst

Enclosure(s)

cc: Frank Tsikitas

gj 8/3

**ARTICLES OF INCORPORATION
OF
DESOTO AUTO MALL, INC.**

FILED
00 JUL 31 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is DESOTO AUTO MALL, INC.

ARTICLE II

The existence of the Corporation shall begin on the date of the filing of these Articles.

ARTICLE III

The street address of the principal office of the Corporation is 3220 9th Street West, Bradenton, Florida 34205.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 500, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 3008 Manatee Avenue West, Bradenton, Florida 34205. The initial registered agent for the Corporation at that address is Patrick R. Cunningham, Esq.

ARTICLE VI

The initial board of directors shall consist of two (2) members. This number

may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
<u>John McNaught</u>	<u>2403 88th Street Court NW</u> <u>Bradenton, Florida 34209</u>
<u>Frank Tsikitas</u>	<u>1003 79th Street NW</u> <u>Bradenton, Florida 34209</u>

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
<u>Frank Tsikitas</u>	<u>1003 79th Street NW</u> <u>Bradenton, Florida 34209</u>

ARTICLE VIII

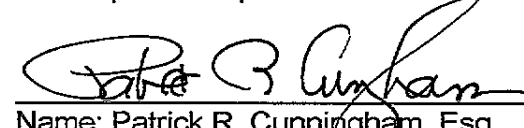
The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on July 28, 2000.


Name: Frank Tsikitas

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DESOTO AUTO MALL, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Patrick R. Cunningham, Esq.

Date: July 28, 2000