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856 Second Avenue North
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August 9, 2000

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*****87.50 *****87.50

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 25 AM 10:53

Re: **DAVIS AUTOMOTIVE SERVICES, INC.**
Articles of Incorporation

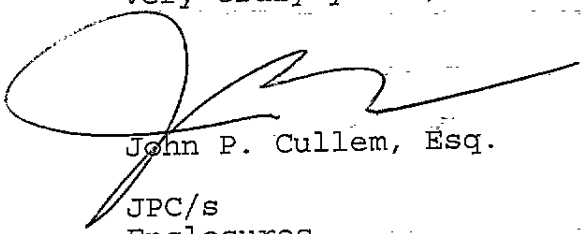
Dear Sir:

Enclosed is an original and two copies of the Articles of Incorporation and a check for \$87.50 payable to Florida Department of State for the filing fee, certified copy and Certificate of Status.

Please file the enclosed and return the copies to my attention at the address stated above.

Thank you for your assistance in this matter.

Very truly yours,


John P. Cullem, Esq.

JPC/s
Enclosures

gf 8/30/00

EFFECTIVE DATE

8/18/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

DAVIS AUTOMOTIVE SERVICES, INC.

The undersigned incorporator hereby forms a corporation pursuant to the Florida Business Corporation Act, Chapter 607 of the laws of the State of Florida and adopts the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation shall be: **DAVIS AUTOMOTIVE SERVICES, INC.**

The initial address of the principal office and place of business of this corporation shall be 3040 Gulf to Bay Blvd, Suite 204, Clearwater, FL 33759, and the mailing address of the corporation shall be the same. The principal address and mailing address may change from time to time.

ARTICLE II -- NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted pursuant to the laws of the United States of America, the State of Florida or any other state, country, territory or nation. Initially, the corporation intends to perform consulting services involving automotive financing and related training for automobile dealerships, but is

not limited to that business.

ARTICLE III -- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV -- REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 856 2nd Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent of the corporation at that address is John P. Cullem, Esquire.

ARTICLE V -- TERM OF EXISTENCE

This corporation is to exist perpetually commencing five days prior to the date of receipt and filing of these Articles of Incorporation.

ARTICLE VI -- DIRECTORS

All corporate powers shall be exercised by or under the authority of, and business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation initially shall have one director. The name and address of the initial member of the Board of Directors are:

Lisbeth A. Davis

3040 Gulf to Bay Blvd.
Suite 204
Clearwater, FL 33759

ARTICLE VII -- INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation are:

Lisbeth A. Davis

3040 Gulf to Bay Blvd.
Suite 204
Clearwater, FL 33759

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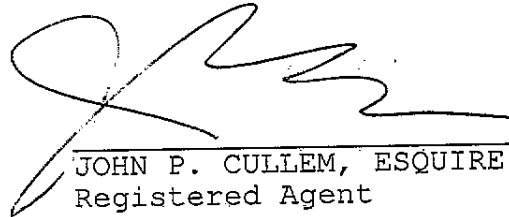
IN WITNESS WHEREOF, the undersigned has hereunto set her
hand and seal this 9th day of August, 2000.



Lisbeth A. Davis
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

The undersigned, John P. Cullem, Esquire, having a business office identical with the registered office of the corporation named above, and having been designated Registered Agent in the above and foregoing Articles of Incorporation, and having agreed to accept service of process for the above corporation at the place designated in this certificate, hereby accepts the appointment as Registered Agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of Registered Agent.



JOHN P. CULLEM, ESQUIRE
Registered Agent

Dated: August 9th, 2000