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Zacur & Graham, P.A.
Attorneys and Counselors at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD A. ZACUR
PETER D. GRAHAM*
KEVIN J. MALLER
*BOARD CERTIFIED
REAL ESTATE ATTORNEY

5200 CENTRAL AVE.
POST OFFICE BOX 14409
ST. PETERSBURG, FLORIDA 33733
TELEPHONE 727-328-1000
FAX 727-323-7519

OF COUNSEL
WILLIAM H. FLEECE**
**COURT CERTIFIED MEDIATOR AND
ARBITRATOR (FEDERAL AND STATE)

September 18, 2000

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-09/25/00--01139--002
*****78.75 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 33214

Re: JERRY'S AUTO SALES OF TAMPA, INC.

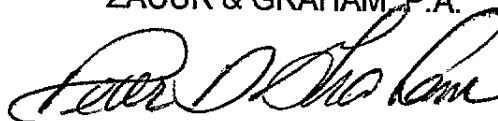
Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for JERRY'S AUTO SALES OF TAMPA, INC. Please file the enclosed and return a certified copy of the Articles to me at your earliest convenience. I have enclosed my check in the amount of \$78.75 to cover the filing and certified copy fees.

Should you have any questions, please do not hesitate to call me.

Very truly yours,

ZACUR & GRAHAM, P.A.



PETER D. GRAHAM

PDG/so
Enclosures
cc: Mr. Rodney A. Rankin

PH 9/27/00✓

ARTICLES OF INCORPORATION
OF
JERRY'S AUTO SALES OF TAMPA, INC.

FILED
00 SEP 25 AM 9: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is JERRY'S AUTO SALES OF TAMPA, INC.

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

ARTICLE IV

The street address of the initial principal and registered office of this corporation is 5200 Central Avenue, St. Petersburg, FL 33707, the mailing address is P.O. Box 14409, St. Petersburg, FL 33733, and the name of the initial registered agent of this corporation at that address is PETER D. GRAHAM, ESQ.

ARTICLE V

This corporation shall have one (1) director initially. The number of directors may be decreased or increased from time to time by the bylaws, but shall not be less than one. The name and address of the initial director of this corporation is:

RODNEY A. RANKIN
16001 Penwood Drive
Tampa, FL 33647

ARTICLE VI

The name and address of the person signing these Articles of Incorporation is:

RODNEY A. RANKIN
16001 Penwood Drive
Tampa, FL 33647

ARTICLE VII

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporators have executed
these Articles of Incorporation this 14th day of September, 2000.

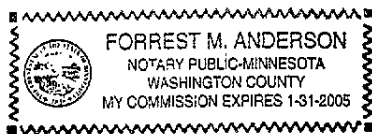

RODNEY A. RANKIN

STATE OF MINNESOTA
COUNTY OF Washington

The foregoing instrument was acknowledged before me this 14th day
of September, 2000, by RODNEY A. RANKIN, who is
personally known to me or who produced driver's license as
identification.


Notary Public Forrest M. Anderson

My commission expires: 1/31/2005



Forrest M. Anderson
TYPED\PRINTED NAME OF NOTARY

REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent of the above-stated corporation, at the
place designated in these Articles of Incorporation, I hereby accept to act in that capacity.


PETER D. GRAHAM

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00 SEP 25 AM 9:28
TALLAHASSEE, FLORIDA
NOTARY PUBLIC