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MACKEY, MACKEY & HALL, P.A.

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Also Admitted in New York

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Title Agent

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Also Certified Public Accountant

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E-mail :  
mjbbrdtnlaw@aol.com

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 28, 2000

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

ATTENTION: New Filings

Re: U.S. Auto Mart, Inc.

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-10/02/00--01098--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation and a Certificate of Designation for Registered Agent for U.S. Auto Mart, Inc. We have also enclosed a check in the amount of \$78.75 which covers: (a) the incorporation filing fee; (b) designation of the registered agent fee; and (c) fee relating to the return of a certified copy of the Articles of Incorporation.

A copy of this letter is also enclosed with a stamped, self-addressed envelope. Please stamp the letter with the date of receipt of the enclosures and return to us in the envelope provided. Thank you for your cooperation and assistance. If there are questions or problems, please call collect at (941) 746-6225.

Sincerely,

MACKEY, MACKEY & HALL, P.A.

*Dianne Lee Hall*  
Dianne L. Hall

DLH/st  
Enclosures  
cc: David Gentile  
Amelio Amato

64 10/4/00

**ARTICLES OF INCORPORATION  
OF  
U.S. AUTO MART, INC.**

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00 OCT -2 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is U.S. AUTO MART, INC.

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The corporation is organized to engage in the sale of used motor vehicles and/or any ancillary business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental or connected with said purposes that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV**

**Authorized Shares.** The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with no par value.

**No classes of stock.** The shares of the corporation are not to be divided into classes.

**No shares in series.** The corporation is not authorized to issue shares in series.

**ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is 1402 3rd Avenue West, Bradenton, FL 34205 and the name of the initial registered agent at such address is Peter J. Mackey.

## **ARTICLE VI**

The initial board of directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation.

## **ARTICLE VII**

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are:

<b><u>Name</u></b>	<b><u>Number &amp; Street</u></b>	<b><u>City, State &amp; Zip Code</u></b>
Amelio J. Amato	2711 Manatee Avenue E	Bradenton, FL 34208
David Gentile	2711 Manatee Avenue E	Bradenton, FL 34208

## **ARTICLE VIII**

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

<b><u>Name</u></b>	<b><u>Number &amp; Street</u></b>	<b><u>City, State &amp; Zip Code</u></b>
Amelio J. Amato	2711 Manatee Avenue E	Bradenton, FL 34208

## **ARTICLE IX**

An affirmative vote of a majority of the outstanding shares of the corporation shall be required for any shareholder action.

## **ARTICLE X**

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, upon the unanimous affirmative vote of all the shareholders.

## **ARTICLE XI**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued (for money, property or services) from time to time. The preemptive right of any shareholder shall be equal to the following ratio: the shareholder's issued shares of common stock / the total number of shares of common stock then issued and outstanding.

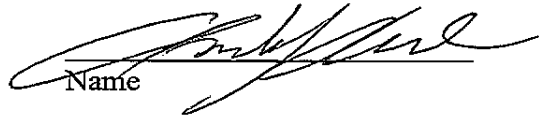
**ARTICLE XII**

The address of the principal office of the corporation is 2711 Manatee Avenue E., Bradenton, FL 34208.

**ARTICLE XIII**

The shareholders shall not be personally liable for the debts of the corporation.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed of these articles of incorporation at the law office of Mackey, Mackey & Hall, P.A., 922 1402 Third Avenue West, Bradenton, Florida, on September 28, 2000.

  
Name

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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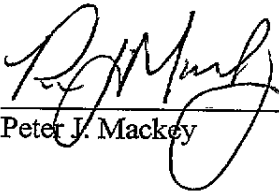
Pursuant to the provisions of Section 607.0501, Florida Statutes (1993), the undersigned, <sup>JOHN K. GOSSETT</sup> ~~the undersigned~~ STATE  
corporation, organized under the laws of the State of Florida, submits the following statement in  
TALLAHASSEE, FLORIDA  
designating the registered agent and his Florida office:

1. The name of the corporation is: U.S. Auto Mart, Inc.
2. The name and address of the registered agent and office is:

Name: Peter J. Mackey  
Address: 1402 3rd Avenue West, Bradenton, Florida 34205

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT  
AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE  
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: September 27, 2000

  
\_\_\_\_\_  
Peter J. Mackey