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October 12, 2000

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

Re: Schols Automotive I, Inc. and Schols Automotive II, Inc.  
Articles of Incorporation

Dear Secretary of State:

700003426037--5  
-10/16/00--01106--002  
\*\*\*\*157.50 \*\*\*\*\*78.75

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporations. In addition, a check in the sum of \$157.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 8.75
Sub-Total	\$ 78.75
Filing fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 8.75
Sub-Total	\$ 78.75
Total	\$ 157.50

FILED  
00 OCT 16 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please file the originals of the enclosed Articles of Incorporation and return certified copies to the undersigned.

Robert L. Underwood  
4000 Westchase Blvd., Suite 410  
Raleigh, NC 27607

Respectfully submitted,

Robert L. Underwood

F. CHESSEN OCT 17 2000

ARTICLES OF INCORPORATION

OF

Schols Automotive II, Inc.

FILED  
00 OCT 19 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the corporation) shall be Schols Automotive II, Inc.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The date and time of the commencement of the corporate existence is the time of filing of Articles by the Department of State.

FOURTH: The purposes for which the corporation is initially organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act, including but not limited to automotive related services.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is:

One thousand (1,000) common shares at no par value per share.

SIXTH: The address of the initial registered office and principal office of the corporation in the State of Florida is 537 East Park Avenue, Tallahassee, FL 32301 and the name of the initial registered agent of the corporation at such address is Robert L. Underwood, Esq.

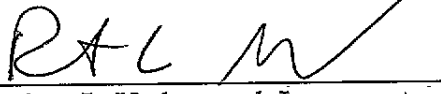
SEVENTH: The corporation shall indemnify its officers and directors to the fullest extent permitted by law either now or hereafter.

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

NAME  
Robert L. Underwood , Esq.

ADDRESS  
537 East Park Avenue  
Tallahassee, FL 32301

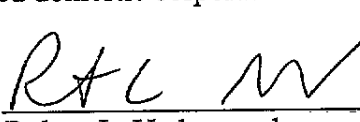
IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming this corporation under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 12th day of October, 2000

  
Robert L. Underwood, Incorporator

#### ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation name in the foregoing Articles of Incorporation.

By:

  
Robert L. Underwood

FILED  
00 OCT 16 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA