

PO000010/211

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida, 32314

**SUBJECT:** Kenworth of South Florida, Inc.

600003442216--6  
-10/27/00--01055--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**DATE:** October 25, 2000

Enclosed is an original and two copies of the articles of incorporation for the above-referenced entity and a check for \$78.75 in payment of the filing fee and certified copy fee.

**FROM:** Leigh Garner  
Sutherland Asbill & Brennan LLP  
999 Peachtree Street  
Suite 2300  
Atlanta, Georgia 30309  
TEL: 404.853.8504  
FAX: 404.853.8917

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CO OCT 27 AM 11:20

APPROVED  
AND  
FILED

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
OCT 27 AM 11:09  
NOTED  
TO ADVISORY  
SUFFICIENT FOR FILING

ARTICLES OF INCORPORATION  
OF  
KENWORTH OF SOUTH FLORIDA, INC.

ARTICLE I

The name of the corporation is "Kenworth of South Florida, Inc."

ARTICLE II

The street address of the initial principal office and mailing address of the corporation is 2160 N.W. 30th Avenue, Pompano Beach, Florida, 33069.

ARTICLE III

The corporation has the authority, acting through its board of directors, to issue not more than one thousand (1000) shares of a single class having a par value of \$.01 per share which shall be referred to as "Common Stock." The Common Stock (a) shall be one and the same class, (b) shall have unlimited voting rights (with each share having one vote on each matter submitted to shareholders for vote), (c) shall have equal rights of participation in dividends and other distributions, and (d) shall be entitled to receive the net assets of the corporation ratably upon dissolution.

ARTICLE IV

The street address of the corporation's initial registered office is 2282 Killearn Center Boulevard, Tallahassee, Florida, 32308-3561, and the name of its initial registered agent at that office is Russell S. Kent.

APPROVED  
AND  
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TALLAHASSEE, FLORIDA

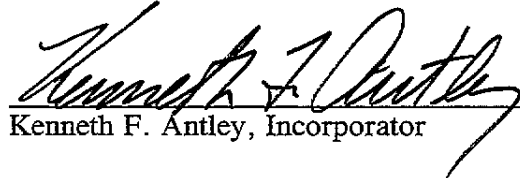
ARTICLE V

The name and address of the incorporator are:

Kenneth F. Antley, Esq.  
Sutherland Asbill & Brennan LLP  
999 Peachtree Street, N.E.  
Suite 2300  
Atlanta, Georgia 30309

\* \* \* \* \*

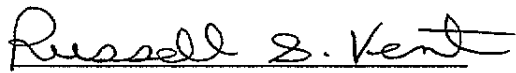
DULY EXECUTED and delivered by the undersigned incorporator on 27<sup>th</sup>  
day of October, 2000.

  
Kenneth F. Antley, Incorporator

\* \* \* \* \*

Acceptance by the Registered Agent as required by Fla. Stat. §607.0501(3): Russell S. Kent  
is familiar with and accepts the obligations provided for by Fla. Stat. § 607.0505.

Dated: October 27, 2000

  
~~Dean B. Kent, Registered Agent~~  
Russell S. Kent, Registered Agent

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