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Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

BLANTON AUTOMOTIVE, INC.]

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 3, 2001

EMPIRE

SUBJECT: BLANTON AUTOMOTIVE, INC.
REF: W01000000143

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ARTICLES OF INCORPORATION
OF
BLANTON AUTOMOTIVE, INC.

The undersigned subscriber to these articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: BLANTON AUTOMOTIVE, INC.

ARTICLE II - ADDRESS

The principal place of business and mailing address of the corporation shall be 1140 Water Tower Road, Suite #12, Lake Park, Fl 33403

ARTICLE III - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, county, territory or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors, but at no less than par value. The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE V - BOARD OF DIRECTORS AND OFFICERS

The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws but in any event shall consist of no fewer than one member. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the bylaws.

The names, respective title, and addresses of the initial board of directors and officers of the corporation are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Thomas L. Blanton	President	1140 Water Tower Road, Suite #12 Lake Park, Fl 33403

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ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - INDEMNIFICATION

Each director, stockholder, officer, employee or agent in consideration for their services, shall, in the absence of fraud or gross negligence be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by them in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against them by reason of them being or having been a director, stockholder, officer, employee or agent of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder, officer, employee or agent may be entitled as a matter of law.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud or gross negligence, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of themselves or any firm, association or corporation in which they may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that they are also a director of such subsidiary or corporation.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

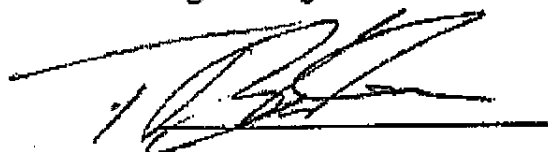
ARTICLE X - REGISTERED AGENT

The name and address of the initial registered agent is:

Mr. Thomas L. Blanton whose address is 1140 Water Tower Road, Suite #12, Lake Park, FL 33403.

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:



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ARTICLE XI - INCORPORATOR

The name and address of the incorporator is:

Ms. Dianna L. Taylor
Dianna Taylor's Accounting Services, Inc.
5311 Courtney Circle, Boynton Beach, FL 33437

The undersigned incorporator has executed these Articles of Incorporation.

This 1st day of January, 2001.


Dianna L. Taylor, Incorporator

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