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EFFECTIVE DATE

01-05-01

1/09/01

FLORIDA DIVISION OF CORPORATIONS
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((H01000003167 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: Advantage Auto Sales Inc.

AUDIT NUMBER.....H01000003167

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Advantage Auto Sales Inc.

EFFECTIVE DATE
01-05-01

Article II. Address

The Corporation's mailing address is:
Advantage Auto Sales Inc.
10736 Highway 301
Dade City FL 33525

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
James L. Russell
10736 Highway 301
Dade City FL 33525

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
James L. Russell

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

James E. Kelly | FL Bar Member 342963
Hersch & Kelly
P.O. Box 1046
Dade City FL 33526
352-567-2442

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

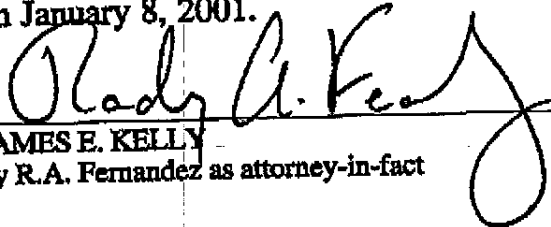
The name and address of the incorporator is:

James E. Kelly
Hersch & Kelly
P.O. Box 1046
Dade City FL 33526

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 5, 2001.

The undersigned incorporator executed these Articles of Incorporation on January 8, 2001.


JAMES E. KELLY
by R.A. Fernandez as attorney-in-fact

James E. Kelly | FL Bar Member 342963
Hersch & Kelly
P.O. Box 1046
Dade City FL 33526
352-567-2442

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Advantage Auto Sales Inc.

REGISTERED AGENT/OFFICE:

**James L. Russell
10736 Highway 301
Dade City FL 33525**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


JAMES L. RUSSELL

by R.A. Fernandez as attorney-in-fact

Date: January 8, 2001

**James E. Kelly | FL Bar Member 342963
Hersch & Kelly
P.O. Box 1046
Dade City FL 33526
352-567-2442**

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