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CSC
1201 HAYS STREET
TALLAHASSEE, FL 32301

CONTACT: *Tamara Odom*

ACCOUNT #: 072100000032

REF#: *958250*

AUTHORIZATION: *Patricia Pyjunt*

COST LIMIT: *\$78.75*

000003530060--7

ORDER DATE: *01/09/01*

ENTITY NAME: *CU AUTO SALES, INC.*

☒ DOMESTIC FILING

☐ FOREIGN FILING

☒ ARTICLES OF INCORPORATION

☐ CERTIFICATE OF LIMITED PARTNERSHIP

☐ QUALIFICATION

☐ CERTIFICATE OF LLC

☐ ARTICLES OF AMENDMENT

PLEASE RETURN

☐ STAMPED COPY

☒ CERTIFIED COPY

☐ CERTIFICATE OF GOOD STANDING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -9 PM 3:36

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01 JAN -9 PM 12:58
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8/19/01

ARTICLES OF INCORPORATION
OF
CU AUTO SALES, INC.

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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

CU AUTO SALES, INC.
690 N. SEMORAN BLVD., ORLANDO, FL 32807

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 100,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 210 N. Wymore Rd., Winter Park, FL 32879 and the name of its initial Registered Agent at that address is Christopher C. Cathcart.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
ARMAN RAHBARIAN	690 N. SEMORAN BLVD., ORLANDO, FL 32807

Article 7. Incorporators. The name and address of each Incorporator is as follows:

CHRISTOPHER C. CATHCART
210 N. WYMORE RD., WINTER PARK, FL 32789

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 11. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 12. Commencement of Corporate Existence. In accordance with Fla. Stat. §607.0203, the date when corporate existence shall commence is January 9, 2001.

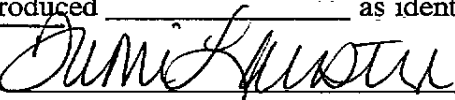
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 8 day of January, 2001.


CHRISTOPHER C. CATHCART, Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 8th day of January, 2001, by Christopher C. Cathcart of CU AUTO SALES, INC., a corporation, on behalf of the corporation, who is personally known or produced _____ as identification.

IFAMI L. AUSTIN
Notary Public, State of Florida
My comm. expires May 15, 2002
No. CC 726022


Notary Public
My Commission expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:


CU AUTO SALES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 690 N. Semoran Blvd., Orlando, Fl 32807, has named CHRISTOPHER C. CATHCART, located at 210 N. Wymore Rd., Winter Park, Fl 32789, as its agent to accept service of process within Florida.


CHRISTOPHER C. CATHCART

Incorporator _____
Title _____

1/8/01
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


CHRISTOPHER C. CATHCART,
Registered Agent

1/8/01
Date

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