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March 5, 2001

OVERNIGHT DELIVERY

Secretary of State
Attn: Doris Brown
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

Re: Northstar Automotive, Inc.

700003796087--2
-03/02/01--01060--014
*****78.75 *****78.75

Dear Ms. Brown:

Pursuant to our telephone conversation, enclosed please find new Articles of Incorporation for the above-referenced corporation. These Articles of Incorporation replace the Articles we previously sent for Flamingo Automotive, Inc. Our check in the amount of \$78.75 was enclosed with the previous Articles. Thank you for your assistance in this matter and if you have any questions, please do not hesitate to contact me.

Very truly yours,

MOORE, HILL & WESTMORELAND, P.A.

Judy Pinette
Judy Pinette, CLA to
J. Lofton Westmoreland

/jap
Enclosures

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
TOTAL	\$78.75

FILED
01 MAR -2 PM 12:23
TALLAHASSEE, FLORIDA

D. BROWN MAR - 7 2001

ARTICLES OF INCORPORATION
OF
NORTHSTAR AUTOMOTIVE, INC.

FILED
01 MAR -2 PM 12:23
CLERK OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, who desire(s) to form a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be Northstar Automotive, Inc.

ARTICLE II - PURPOSES

The general purposes for which this corporation is organized are:

- (1) To transact any lawful business or businesses for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing.

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE VI - CAPITAL STOCK

The number of shares of capital stock that the Corporation is authorized to issue is 1,000 shares, all of which shall be voting common shares with par value of \$1.00 per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation in this State is 220 West Garden Street, SunTrust Tower, 9th Floor, Pensacola, Florida 32501. The initial registered agent at said registered office is J. Lofton Westmoreland.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
J. Lofton Westmoreland	220 West Garden Street SunTrust Tower, 9 th Floor Pensacola, Florida 32501

ARTICLE VII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The name and address of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Mark Ciano	6301 Pensacola Boulevard Pensacola, Florida 32505

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida law.

ARTICLE IX - MAILING ADDRESS

The mailing address of the corporation is 6301 Pensacola Boulevard, Pensacola, Florida 32505.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 5th day of March, 2001.


J. LOFTON WESTMORELAND,
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 5th day of March, 2001, by J. Lofton Westmoreland, who is personally known to me or who produced N/A as identification and who did not take an oath.


NOTARY PUBLIC
My Commission Expires:



Judith A. Pinette
MY COMMISSION # CC731749 EXPIRES
January 27, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I, the undersigned, being the person named as the Registered Agent of Northstar Automotive, Inc., a Florida corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes Section 607.0505 and hereby accept the appointment of Registered Agent and hereby accept said obligations.

Dated this 5th day of March, 2001.


J. LOFTON WESTMORELAND

01 MAR -2 PM 12:23
NOTARY PUBLIC
STATE OF FLORIDA
RECEIVED

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 5th day of March, 2001, by J. Lofton Westmoreland, who is personally known to me or who produced 10/A as identification and who did take an oath.


NOTARY PUBLIC
My Commission Expires:



Judith A. Pinette
MY COMMISSION # CC731749 EXPIRES
January 27, 2002
BONDED THRU TROY FAIR INSURANCE, INC.