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LAW OFFICES

Hayden, Facciolo & Millsaps

200 WEST FORSYTH STREET, SUITE 1330
JACKSONVILLE, FLORIDA 32202

CALVIN E. HAYDEN
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WALTER S. MILLSAPS
W. DAVID VAUGHN

May 11, 2001

TELEPHONE (904) 355-1330
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01 MAY 14 PM 2:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

By Federal Express

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-05/14/01--01124--016

*****70.00 *****70.00

Re: Jacksonville Automotive Group, Inc.

Dear Sir or Madam:

Enclosed are the following documents related to the formation of the referenced corporation:

1. An original and one copy of the articles of incorporation;
2. An original and one copy of the certificate designating registered agent and registered office and acceptance by registered agent; and
3. A check for \$70.00 representing the filing fee.

We would appreciate your filing the original documents and returning a date stamped copy to us in the enclosed envelope. Please call if you have any questions. Thank you.

Very truly yours,


Walter S. Millsaps

/wsm
Enclosures
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5✓
D. WHITE MAY 16 2001

ARTICLES OF INCORPORATION
OF
JACKSONVILLE AUTOMOTIVE GROUP, INC.

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ARTICLE I-NAME

The name of this Corporation is Jacksonville Automotive Group, Inc.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 200 West Forsyth Street, Suite 1330, Jacksonville, Florida 32202.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares, all of which shall be of the par value of one cent (\$.01) per share.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 1330, 200 West Forsyth Street, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Walter S. Millsaps, Esq.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

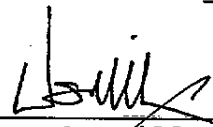
The number of Directors constituting the initial Board of Directors of this Corporation shall be four (4), and the name and address of the persons who are to serve as the initial directors is as follows:

Walter S. Millsaps

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is Walter S. Millsaps, Esq., 200 West Forsyth Street, Suite 1330, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of May, 2001.



Walter S. Millsaps, Esq.

Acknowledgement

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this

11th day of May, 2001, by Walter S. Millsaps who is personally
known by me.

Melissa G. Miller
Notary Public, State of Florida

Name: _____

My Commission Expires:

My Commission Number is:

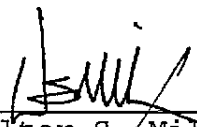
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**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

First, that Jacksonville Automotive Group, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Walter S. Millsaps, Esq., located at Suite 1330, 200 West Forsyth Street, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.



Walter S. Millsaps, Esq.
Incorporator

MAY 11, 2001

Date

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Walter S. Millsaps, Esq. hereby agrees to act in this capacity, and Walter S. Millsaps, Esq. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.



Walter S. Millsaps, Esq.

MAY 11, 2001

Date

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