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August 23, 2001

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*****78.75 *****78.75

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Buyer's Advantage Auto Sales, Inc.

Dear Sirs:

Enclosed please find the Articles of Incorporation for Buyer's Advantage Auto Sales, Inc. Also included is our check in the sum of \$78.75 for the filing fee and to obtain a certified copy of the incorporation. If you have any questions, please do not hesitate to contact our office.

Sincerely,

Frances Minchew

Frances Minchew
Assistant to Mr. Still

/fdm

01 AUG 27 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

T. Burch AUG 27 2001

**ARTICLES OF INCORPORATION
OF
BUYER'S ADVANTAGE AUTO SALES, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be BUYER'S ADVANTAGE AUTO SALES, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) and shall have no par value.

ARTICLE IV

The street address of the initial registered office of the corporation is 26 West Cambria Drive, Palm Beach Gardens, Florida 33418 and the name of its initial registered agent at such address is John A. Rhodes. The principal office and mailing address of the corporation is 26 West Cambria Drive, Palm Beach Gardens, Florida 33418.

ARTICLE V

The name and post office address of each incorporator is:

NAME

ADDRESS

John A. Rhodes

26 West Cambria Avenue
Palm Beach Gardens, Florida 33418

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TALLAHASSEE FLORIDA

August, 2001.

John A. Rhodes

STATE OF FLORIDA

) SS.

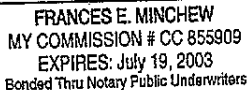
freely and voluntarily.

of August, 2001.

Notary Public

Commission No.:

Commission Expires:



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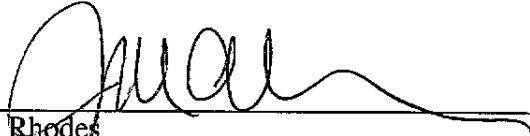
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

27 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN COMPLIANCE with Section 607.0501 Florida Statutes, the following is submitted:

FIRST, that BUYER'S ADVANTAGE AUTO SALES, INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Palm Beach Gardens, State of Florida, and has named John A. Rhodes located at 26 West Cambria Drive, Palm Beach Gardens, Florida 33418 its agent to accept service of process within Florida.

BUYER'S ADVANTAGE AUTO SALES, INC.



John A. Rhodes

HAVING BEEN named to accept service of process by the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 22nd day of August, 2001.



John A. Rhodes