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Michael Shawn Gallagher
4934 39th Ave. N.
St. Petersburg, FL 33709
October 14, 2001
(727) 224-5839

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-10/18/01--01048--004
*****70.00 *****70.00

Florida Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir/Madame:

Please find enclosed the articles of incorporation for a new corporation, MSG Auto Wholesale Inc., in addition to a check in the amount of \$70.00 to cover the filing fees.

If you have any questions, please feel free to call me at the number above.

Thank-you.

Sincerely,



Michael Shawn Gallagher

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 18 AM 7:28

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**ARTICLES OF INCORPORATION
OF
MSG Auto Wholesale Inc.**

The undersigned, acting as incorporator of a corporation under Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

FIRST: Name. The name of the corporation is MSG Auto Wholesale Inc.

SECOND: Principal Office. The principal address of the corporation is:

4934 39th Ave. N.
St. Petersburg, FL 33709

THIRD: Duration. The period of its duration is perpetual.

FOURTH: Purpose. The purpose for which the corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

FIFTH: Shares. The aggregate number of shares which the corporation will have authority to issue is 150 (one hundred fifty) shares of common stock, each share with a par value of \$1.00 (one dollar).

SIXTH: Initial Officers. The name and address of the initial officer is:

Michael Shawn Gallagher (President)
4934 39th Ave. N.
St. Petersburg, FL 33709

SEVENTH: The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Michael Shawn Gallagher
4934 39th Ave. N.
St. Petersburg, FL 33709

EIGHTH: The name and address of the incorporator is:

Michael Shawn Gallagher
4934 39th Ave. N.
St. Petersburg, FL 33709

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation October 14, 2001.

Michael Shawn Gallagher

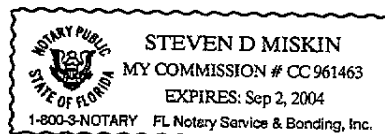
State of Florida

County of Pinellas:

The attached Articles of Incorporation for MSG Auto Wholesale Inc. were hereby acknowledged and sworn to before me October 14, 2001 by Michael Shawn Gallagher. Michael Shawn Gallagher is personally known to me.

Steven D. Miskin
Notary Public

My Commission Expires: 9-2-04



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent/registered office in the State of Florida:

1. The name of the corporation is MSG Auto Wholesale Inc..
2. The name and address of the registered agent and office is:

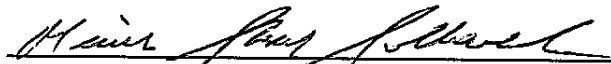
Michael Shawn Gallagher
4934 39th Ave. N.
St. Petersburg, FL 33709

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 18 AM 7:29



Michael Shawn Gallagher
President
October 14, 2001

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 agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.



Michael Shawn Gallagher
October 14, 2001