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P01000115034

December 4, 2001

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
**Attention: Gretchen Harvey**

RE: Showroom Auto Sales ~~Inc.~~  
Dealer Express, L. L. C.  
R & R Finance and Investments, L. L. C.

000004695650--4  
-11/27/01--01076--006  
\*\*\*\*375.00 \*\*\*\*\*78.75

Dear Ms. Harvey:

Pursuant to our phone conference of Monday, December 3, 2001 with regard to the above referenced new limited liability company filings. Enclosed please find Articles of Incorporation for Showroom Auto Sales, Inc. representing the replacement for those filings. As you are aware, the initial filing fee for the individual LLC's was a total of \$375.00. Please deduct the \$78.75 filing fee for the new incorporation and refund the balance.

If you have any comments or questions, please feel free to contact my office at the above address and telephone number.

Very truly yours,

KOHL & SPOTTS, P.L.C.

*Maria N. Lecanu*  
Maria N. Lecanu, Paralegal

Enclosure

01 NOV 30 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T. Burch DEC 5 2001

**ARTICLES OF INCORPORATION  
OF  
SHOWROOM AUTO SALES, INC.**

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of this Corporation is: Showroom Auto Sales, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

P. O. Box 2247  
Stuart, Florida 34995-2247

**ARTICLE III  
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law. The effective date of this incorporation shall be November 27, 2001.

**ARTICLE IV  
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V  
STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 shares of Class A Common stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE VI**  
**AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

**ARTICLE VII**  
**QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of this Corporation's initial registered office in Florida is 50 S. E. Kindred Street, Suite 107, Stuart, Florida 34994 and the name of its initial registered agent at that address is N. Dean Kohl, Jr., Esquire.

**ARTICLE IX**  
**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

**ARTICLE X**  
**INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
N. Dean Kohl, Jr.	50 S. E. Kindred Street, Suite 107 Stuart, Florida 34995

**ARTICLE XI**  
**COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

**ARTICLE XII**  
**BY-LAWS**

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

**ARTICLE XIII**  
**EMERGENCY BY-LAWS**

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

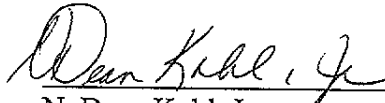
**ARTICLE XIV**  
**SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.

  
N. Dean Kohl, Jr.

11/27/01  
Date

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OF DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §§48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That Showroom Auto Sales, Inc. desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 50 S. E. Kindred Street, Suite 107, Stuart, Florida 34995 has named N. Dean Kohl, Jr., Esquire located at that same address as its initial registered agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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 607.0505, Florida Statutes.

*N. Dean Kohl Jr.*  
N. Dean Kohl, Jr., Esquire  
Registered Agent

11/27/01  
Date

**FILED**  
01 NOV 30 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA