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FILED

Auto City of Brevard
1045 W. King Street
Cocoa, FL 32922

02 APR -5 AM 9:26

SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 26, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Via Federal Express

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*****87.50 *****87.50

RE: Auto City of Brevard, Inc.

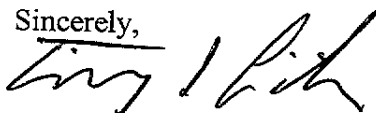
Dear Sir/Madam:

Enclosed for filing are:

1. Original and two copies of the articles of incorporation for the above referenced corporation.
2. Check for \$87.50 for Filing Fee, Certified Copy and Certificate of Status.
3. Federal Express envelope for return express mailing.

If you have any questions, or if I can provide any additional assistance, please feel free to contact me.

Sincerely,



Timothy S. Langston

TSL/kw

Enclosures

D. WHITE APR 11 2002

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ARTICLES OF INCORPORATION

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Article I - Name

The name of this corporation is AUTO CITY OF BREVARD, INC. located at
1045 W. King Street, Cocoa, FL 32922.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article II- Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of \$1.00 par value common stock.

Article V - Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office this corporation is 2049 Sykes Creek Drive, Merritt Island, FL 32952 and the name of the initial registered agent of this corporation at that address is Timothy S. Langston.

Article VII – Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time pursuant to the bylaws or agreement, but shall never be less than one. The name and address of the initial director of this corporation is: Timothy S. Langston, whose address is 2049 Sykes Creek Drive, Merritt Island, FL 32952.

Article VIII - Incorporator

The name and address of the person signing these articles is: Timothy S. Langston, whose address is 2049 Sykes Creek Drive, Merritt Island, FL 32952.

Article IX – Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

Article X – Approval of Shareholders Required for Merger

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Article XI – Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XII – Indemnification

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all person whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the

indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article XIII – Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Article XIV – I.R.C. Section 1244 Stock

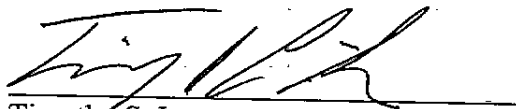
It is the intent of the Incorporator to qualify the shares issued hereunder as “Section 1244 Stock” pursuant to Section 1244 of the Internal Revenue Code of 1986.

Article XV – Subchapter “S” Election

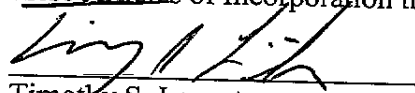
It is the intent of the Incorporator to file the appropriate Subchapter “S” Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

Article XIII – Acceptance of Registered Agent

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


Timothy S. Langston
Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber/incorporator has executed these Articles of Incorporation this 28 day of March, 2002.

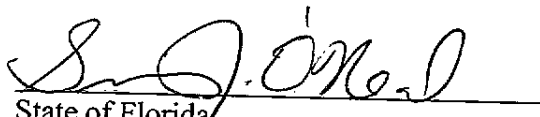

Timothy S. Langston
Subscriber/Incorporator

State of Florida
County of Brevard

The foregoing Articles of Incorporation were sworn to and subscribed before me this 28 day of March, 2002, by Timothy S. Langston, who is personally known to me or who has produced _____ as identification and who did take an oath.

Notary Public:




State of Florida
at Large

My Commission Expires: 10-16-2004