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A Limited Liability Partnership
including Prof. Assoc.

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April 15, 2002

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

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

Re: Interstate Automotive Group, Inc.

Dear Sir or Madame:

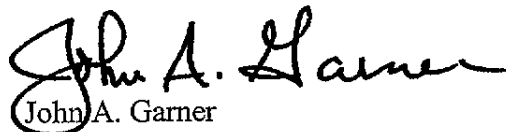
Enclosed you will find two originals of the Articles of Incorporation for Interstate Automotive Group, Inc.

Please file this document as provided by law and return to the undersigned the enclosed copy as well as the Certificate of Incorporation.

Also enclosed is a check in the amount of \$78.75 representing the filing fee for this corporation.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


John A. Garner

JAG/
Enclosures

FILED
02 APR 18 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DB 4/24

**Articles of Incorporation
of
Interstate Automotive Group, Inc.**

FILED
02 APR 18 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is: Interstate Automotive Group, Inc.

**ARTICLE II
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 common shares with a par value of \$0.10 each. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE III
INCORPORATOR**

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Christine E. Gory	24265 Golden Eagle Lane Bonita Springs, FL 34135

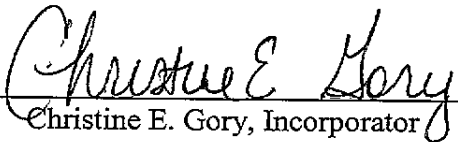
**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 24265 Golden Eagle Lane, Bonita Springs, Florida 34135, and the name of the initial registered agent of this Corporation at that address is: Christine E. Gory

ARTICLE V
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 28261 North Diesel Drive,
Bonita Springs, Florida 34135.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on March 30, 2002.



Christine E. Gory, Incorporator

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

FILED
02 APR 18 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

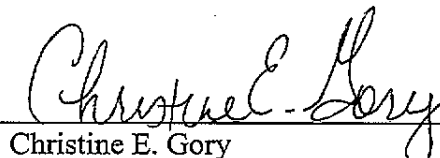
Interstate Automotive Group, Inc. desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business located at 28261 North Diesel Drive, Bonita
Springs, Florida 34135, has named Christine E. Gory, located at 24265 Golden Eagle Lane,
Bonita Springs, Florida 34135, as its agent to accept service of process within Florida.

Dated: March 30, 2002.


Christine E. Gory, Incorporator

Having been named to accept service of process for the above-stated corporation, at the
place designated in this Certificate, Christine E. Gory, hereby agrees to comply with the
provisions of all statutes relative to the proper and complete performance of its duties.

Dated: March 30, 2002.


Christine E. Gory