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2002 MAY 30 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : May 30, 2002

ORDER TIME : 9:43 AM

ORDER NO. : 601739-005

CUSTOMER NO: 7142564

CUSTOMER: James D. Gibson, Esq  
Roknich & Gibson

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Suite 901  
1800 Second Street  
Sarasota, FL 34236

DOMESTIC FILING

NAME: BELL AUTOMOTIVE GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

RECEIVED  
02 MAY 30 AM 10:26  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

18/5/00/02

ARTICLES OF INCORPORATION

OF

BELL AUTOMOTIVE GROUP, INC.

FILED

2002 MAY 30 PM 1:12

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: **BELL AUTOMOTIVE GROUP, INC.**, a Florida Corporation.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be the date of filing these Articles of Incorporation with the Florida Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 5790 Brooklyn Avenue, Sarasota, Florida 34231.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1800 Second Street, Suite 901, Sarasota, Florida 34236 and the registered agent at such office is James D. Gibson.

ARTICLE VII - DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Michael Bell	642 N 6th Avenue Tierra Verde, Florida 33715

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Michael Bell	642 N 6th Avenue Tierra Verde, Florida 33715


The undersigned has executed these Articles this 29 day of May, 2002.

  
\_\_\_\_\_  
MICHAEL BELL  
INCORPORATOR

2/29/02

Having been named as Registered Agent and to accept service of process for **BELL AUTOMOTIVE GROUP, INC.**, at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

5/29/02  
Date

  
**JAMES D. GIBSON**  
Registered Agent

**FILED**  
2002 MAY 30 PM 1:12  
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TALLAHASSEE FLORIDA