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October 16, 2002

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

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RE: Articles of Incorporation of **Palm Beach County Auto Auction, Inc.**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for Palm Beach County Auto Auction, Inc. Also enclosed, please find check #1179 in the amount of \$78.75 as the required fee to process said documents. Please file same and return a copy to my office.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

ZIES BROTHERS, P.A.


G. Philip J. Zies

FILED
02 OCT 21 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gr 10/22

ARTICLES OF INCORPORATION

OF

PALM BEACH COUNTY AUTO AUCTION, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

ARTICLE I.-NAME

The name of this corporation is PALM BEACH COUNTY AUTO AUCTION, INC.

ARTICLE II.-ADDRESS

The initial post office address of the principal office of this corporation is: 15 Silver Palm Avenue, Melbourne, Florida 32901.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE III.-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock having no par value.

ARTICLE IV.-REGISTERED AGENT

The initial registered agent of this corporation is G. Philip J. Zies, and the initial registered office is 15 Silver Palm Avenue, Melbourne, Florida 32901.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
10-16-92

ARTICLE V.-INCORPORATOR

The incorporator to these Articles of Incorporation is G. Philip J. Zies, whose address is 15 Silver Palm Avenue, Melbourne, Florida 32901.

ARTICLE VI.-NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

ARTICLE VII.-INITIAL CAPITAL

The amount of capital with which this corporation will begin business is TWO HUNDRED (\$200.00) DOLLARS.

ARTICLE VIII.-TERM OF EXISTENCE

This corporation shall commence upon the execution of these Articles of Incorporation and shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE IX.-DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by Stockholders and shall never be less than one (1).

ARTICLE X.-INITIAL DIRECTORS

The names and post office addresses of the first Directors are:

Name

Address

Herb Miranda

15 Silver Palm Avenue
Melbourne, Florida 32901

ARTICLE XI.-CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each Shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XII.-REMOVAL OF DIRECTORS

Any Director of this corporation may be removed at any annual or special meeting of the Shareholders by the same vote as that required to elect a Director.

ARTICLE XIII.-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the Stockholders, and approved at a Stockholder's meeting by at least a Fifty-One (51%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XIV.-LIMITATIONS ON CORPORATE STOCK

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or

restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XV.- VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

ARTICLE XVI.- CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm, association or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm, association or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any person, firm, association or corporation in which he may be in any way interested.

ARTICLE XVII.- ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida, and of the purposes and objects hereinabove stated, this corporation shall have, all and singular, the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, association or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type of stock

of this corporation, and no Shareholder shall have any preemptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such Shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- 1) a pension plan;
- 2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession;
- 3) a stock bonus plan;
- 4) a thrift savings plan;
- 5) a restricted stock option plan; or
- 6) other retirement or incentive compensation plans.

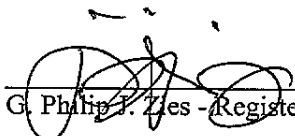
FILED
OCT 21 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the incorporator hereto has executed these Articles of Incorporation, this 16 day of OCTOBER, 2002.


G. Philip J. Zies, Incorporator


Acceptance by Registered Agent:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the duties and responsibilities of Registered Agent for said corporation.


G. Philip J. Zies - Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

SWORN AND SUBSCRIBED before me this 16th day of October, 2002, by G.
PHILIP J. ZIES who is personally known to me or has produced a Florida driver license as identification.


NOTARY PUBLIC JANET S. KULL

My commission Expires:



Janet S. Kull
MY COMMISSION # CC917230 EXPIRES
April 18, 2004
BONDED THRU TROY FAIR INSURANCE, INC