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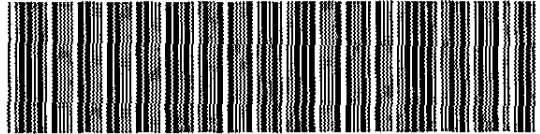
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FORT LAUDERDALE, FLORIDA 33394-1897

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October 31, 2002

Via UPS Overnight Delivery

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

Re: Xpress Car Dealership, Inc.
Our File No.: 02-472

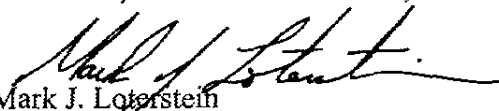
To Whom it May Concern:

Enclosed herewith on behalf of the above captioned Florida corporation, please find for filing with your office an original and one (1) copy of the Articles of Incorporation. In addition we have enclosed our check in the amount of \$78.75 representing the requisite filing fee. Kindly return a certified copy of the Articles of Incorporation in the self-addressed, stamped envelope provided for this purpose.

Thank you for your anticipated cooperation in this matter. If you have any questions regarding the enclosed, kindly contact the undersigned.

Very truly yours,

BENSON, MOYLE & MUCCI, LLP


Mark J. Loterstein
For the Firm

MJL/fmc
enclosures
cc: Lance James, President
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
XPRESS CAR DEALERSHIP, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **Xpress Car Dealership, Inc.** whose principal place of business is One Financial Plaza, Suite 2600, Ft. Lauderdale, FL 33394

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$.10 per share.

ARTICLE V

The address of its initial registered office is Benson, Moyle & Mucci, LLP, One Financial Plaza, Suite 1600, Ft. Lauderdale, FL 33394 and the name of its initial registered agent is Mark J. Loterstein, Esq.

ARTICLE VI

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

Lancelot James
One Financial Plaza, Suite 2600
Ft. Lauderdale, FL 33394

ARTICLE VII

The name and address of the incorporator is:

Mark J. Loterstein, Esq.
Benson, Moyle & Mucci, LLP
One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting by majority vote of the common stockholders.

ARTICLE IX

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

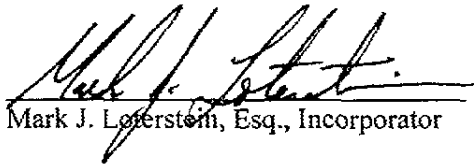
ARTICLE X

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XI

Pursuant to Florida Statute Section 607.0203., the effective date of the commencement of corporate existence is the 31st day of October, 2002, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed these Articles of Incorporation at Ft. Lauderdale, Florida, on the 31st day of October, 2002.



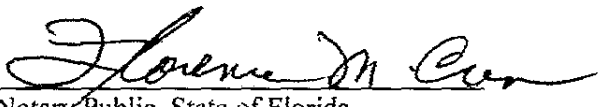
Mark J. Loterstein, Esq., Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Mark J. Loterstein, Esq., who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 31st day of October, 2002.

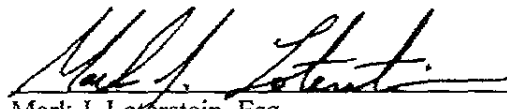



Notary Public, State of Florida
My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF BROWARD

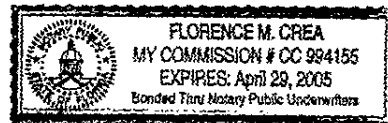
BEFORE ME, the undersigned authority personally appeared Mark J. Loterstein, Esq., who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (2002) and all other statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


Mark J. Loterstein, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said
County and State this 31st day of October, 2002.

Florence M. Crea
Notary Public, State of Florida
My Commission Expires:



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