

P03000004542

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

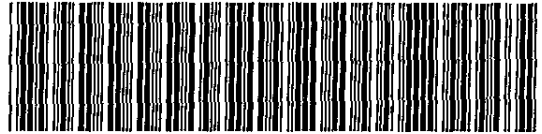
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EFFECTIVE DATE

01-07-03

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TRANSMITTAL LETTER

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

SUBJECT: FIELDS PAG, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

EFFECTIVE DATE
01-07-03

FROM: FIELDS AUTO GROUP - ATTN. SHERMIN LADHA
Name (Printed or typed)

Three Waukegan Road
Address

Glenview, IL 60025
City, State & Zip

(847) 998-5200 x240
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

FIELDS PAG, INC.

The undersigned, being a natural person of legal age, does hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be FIELDS PAG, INC. and the business address and location of the Corporation shall be 963 Wymore Road, Winter Park, Florida 32789.

ARTICLE II

CORPORATE DURATION

The Corporation shall commence to exist upon the execution of these Articles of Incorporation. The duration of the Corporation is perpetual.

ARTICLE III

GENERAL PURPOSE OF CORPORATION

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act and to do all and everything necessary, suitable, or proper for the accomplishment of that purpose, the attainment of any objectives, or the exercise of any authority

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TALLAHASSEE, FLORIDA

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therein set forth, either alone or in conjunction with any other corporation, firm, or individual, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes or authority.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares for which the Corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 450 South Orange Avenue, Suite 650, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is Randolph H. Fields, Esquire.

ARTICLE VI

INITIAL DIRECTORS

This Corporation shall have one director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders. The name and address of the initial director(s) of this Corporation shall be John R. Fields, Three Waukegan Road, Glenview, Illinois 60025.

ARTICLE VII

INCORPORATOR

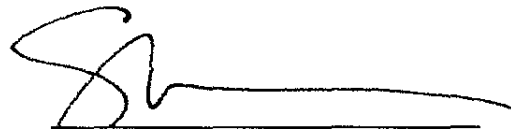
The name and street address of the incorporator to these Articles of Incorporation is as follows: Shermin Ladha, General Counsel, Three Waukegan Road, Glenview, Illinois 60025.

ARTICLE VIII

AMENDMENT


This Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned, being the subscriber to these Articles of Incorporation, for the purposes of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 7th day of January, 2003.


Shermin Ladha, Incorporator

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Randolph H. Fields, Registered Agent

January 7, 2003

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