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(Requestor's Name)

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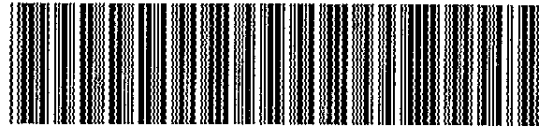
(Business Entity Name)

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FILED  
03 AUG 25 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

August 23, 2003

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

Subj: Incorporation of CATO'S AUTO CENTER, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399.

Thank you for your assistance in this matter.

Sincerely,

*Sonja Cato*  
Sonja Cato

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03 AUG 25 AM 11:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CATO'S AUTO CENTER, INC.

ARTICLE I. NAME

The name of this corporation is

CATO'S AUTO CENTER, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 295 S. Wickham Rd., West Melbourne, Florida 32904, and the name of the initial registered agent of this corporation at that address is SONJA CATO.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

SONJA CATO	RAFAEL RIVERA
2105 Hall Road	2105 Hall Road
Malabar FL 32950	Malabar FL 32950

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 295 S. Wickham Rd., West Melbourne, Florida 32904, and the mailing address of the corporation is 2105 Hall Road, Malabar FL 32950.

ARTICLE IX. INCORPORATORS

The names and addresses of the persons signing these articles are:

SONJA CATO	RAFAEL RIVERA
2105 Hall Road	2105 Hall Road
Malabar FL 32950	Malabar FL 32950

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on this 23<sup>rd</sup> day of August, 2003.

Sonja Cato  
SONJA CATO

Rafael Rivera  
RAFAEL RIVERA

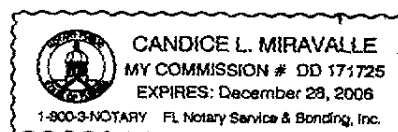
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared SONJA CATO and RAFAEL RIVERA known to be the persons described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 23<sup>rd</sup> day of August, 2003.

*File*

Candice L. Miravalle  
Notary Public



DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That CATO'S AUTO CENTER, INC., desiring to organize  
under Statutes of the State of Florida, with its principal  
office at 295 S. Wickham Road, W. Melbourne, FL 32904, has  
named SONJA CATO located at 295 S. Wickham Road, W.  
Melbourne, FL 32904, as its agent to accept service of  
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

Sonja Cato  
SONJA CATO  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA