

KILLGORE PEARLMAN

Fax: 4078393635

EFFECTIVE DATE

Jun 25 2004 14:45

P.01

Division of Corporations

Page 1 of 1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : KILLGORE, PEARLMAN, STAMP, ORNSTEIN & SQUIRES
Account Number : I19980000007
Phone : (407) 425-1020
Fax Number : (407) 839-3635

FLORIDA PROFIT CORPORATION OR P.A.

Carter Automotive Marketing Group, Inc.

Certificate of Status	1
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KILLGORE PEARLMAN

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Jun 25 2004 14:45

P. 02

Fax Audit No.: H04000133770 3

June 21, 2004

Division of Corporations
Attention: Corporate Filing
P.O. Box 6327
Tallahassee, FL 32314

Re: Carter Automotive Marketing Group, LLC

To Whom It May Concern::

This letter is to inform you that the above referenced limited liability company will be dissolved effective July 1, 2004 and that it shall remain resolved so that we may incorporate under the same name.

If you have any questions or require any further information, please contact my corporate attorney, Mark L. Ornstein, at the address below:

Mark L. Ornstein
Killgore Pearlman
2 South Orange Avenue, 5th Floor
Orlando, FL 32801
Phone: 407/425-1020
Fax: 407/839-3635

Thank you for your consideration and assistance with this matter.

Sincerely,


J. Bryan Carter Jr., Managing Member

cc: Mark L. Ornstein

Fax Audit No.: H04000133770 3

Fax Audit No.: H04000133770 3

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**ARTICLES OF INCORPORATION
OF
CARTER AUTOMOTIVE MARKETING GROUP, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE I - NAME**

The name of this corporation is CARTER AUTOMOTIVE MARKETING GROUP, INC. and its principal place of business and mailing address is 8375 Gunn Highway, Tampa, Florida 33626.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - EFFECTIVE DATE

The effective date of this corporation is July 1, 2004.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$1.00 per share.

**ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial registered office of this corporation is Mark L. Ornstein and the name of the initial registered agent of this corporation at that address is 2 South Orange Avenue, 5th Floor, Orlando, Florida 32801.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

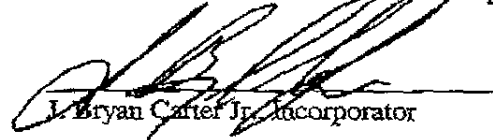
J. Bryan Carter Jr.
8375 Gunn Highway
Tampa, Florida 33626

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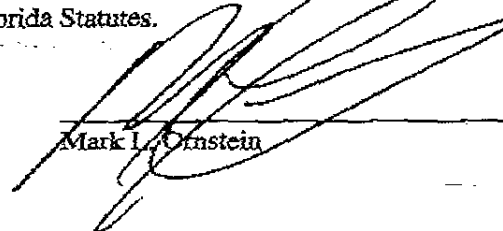
Fax Audit No.: H04000133770 3**ARTICLE VIII - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of June, 2004.


L. Bryan Carter Jr., Incorporator**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for CARTER AUTOMOTIVE MARKETING GROUP, INC. hereby accepts such appointment this 30th day of June, 2004, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.


Mark L. Ofenstein

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