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B. McKnight SEP 28 2005

**ARTICLES OF INCORPORATION
OF
GRESSMAN 'S AUTO MART, INC
45294 THIRD STREET
CALLAHAN, FL 32011**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be GRESSMAN'S AUTO MART, INC AT 45294 THIRD STREET, CALLAHAN, FL 32011

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporation may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done with issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 45142 Gressman Dairy Road, Callahan, Florida 32011 and the name of the initial registered agent of this corporation at this address is Charles L. Gressman.



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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE Director constituting the initial Board of Directors. The number of directors may be increased from time to time by the bylaws; however, there shall never be less than One Director nor more than Five. The name/names and address/addresses of the initial Board of Directors of the corporation is:

CHARLES L. GRESSMAN
45142 GRESSMAN DAIRY RD
CALLAHAN, FL 32011

ARTICLE VIII - INCORPORATOR

CHARLES L. GRESSMAN
45142 GRESSMAN DAIRY RD.
CALLAHAN, FL 32011

ARTICLE IX - OFFICERS

The name/names and address/addresses of the Officers of this Corporation who will hold office on the first year of existence of this corporation or until their successors are elected or appointed and have qualified are as follows:

President

CHARLES L. GRESSMAN
45142 GRESSMAN DAIRY RD.
CALLAHAN, FL 32011

Vice President

LANE F. MASHBURN
2266 8TH ST
FERNANDINA BEACH, FL 32034

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Office of Director or any former office or director, to the full extend permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Article 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 Incorporator has executed these Articles of Incorporation on this 27 day of September 2005.


CHARLES L. GRESSMAN

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