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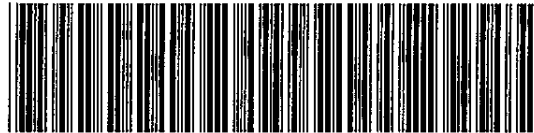
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CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 721796 7133468

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 23, 2005

ORDER TIME : 11:01 AM

ORDER NO. : 721796-005

CUSTOMER NO: 7133468

DOMESTIC FILING

NAME: NANCE AUTOMOTIVE-RBL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Joyce Markley - EXT. 2930

EXAMINER'S INITIALS: _____

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CLERK OF COURT
STATE OF OHIO

ARTICLES OF INCORPORATION
OF
NANCE AUTOMOTIVE-RBL, INC.

ARTICLE I - NAME

The name of the corporation formed pursuant to these Articles of Incorporation is Nance Automotive-RBL, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS

The street address of the initial registered agent of the corporation is as follows:

557 North Wymore Road, Suite 100
Maitland, Florida 32751

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SECRETARY OF STATE
FLORIDA

The name of the initial registered agent of the corporation is:

Jeffrey M. Koltun

The street address of the corporate offices shall be:

443 Wekiva Preserve Drive
Apopka, Florida 32712

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. The corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The names and addresses of the initial directors and officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Michael A. Nance	443 Wekiva Preserve Drive Apopka, Florida 32712	President/Secretary/ Treasurer/Director
Whitney C. Nance	443 Wekiva Preserve Drive Apopka, Florida 32712	Vice President/ Director

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Jeffrey M. Koltun	557 North Wymore Road Suite 100 Maitland, Florida 32751

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - NO PRE-EMPTIVE RIGHTS

No holder of shares of the corporation of any class now or hereafter authorized has any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Section 607.0901, *Florida Statutes*, dealing with affiliated transactions.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of November, 2005.


Jeffrey M. Koltun

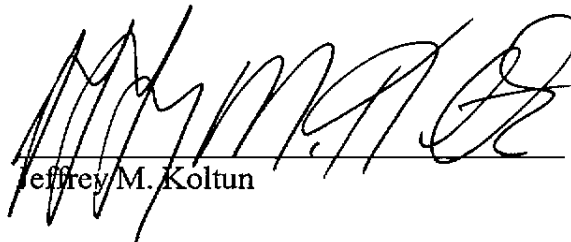
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Nance Automotive-RBL, Inc.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

DATED November 22, 2005.


Jeffrey M. Koltun

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED November 22, 2005.


Jeffrey M. Koltun

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