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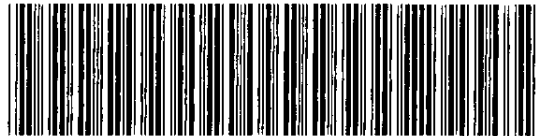
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

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

SUBJECT: DOUGLAS USED CARS, INC.

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

O\$70.00	O\$78.75	O\$122.50	O\$131.25
Filing Fee	Filing Fee	Filing Fee	Filing Fee,
	& Certificate	& Certified Copy	Certified Copy
			& Certificate

ADDITIONAL COPY REQUIRED

FROM: Todd Berger
7310 Gulf Blvd.
St. Pete Beach, FL 33706
(727) 360-2600

NOTE: Please provide the original and one copy of the ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION
OF
DOUGLAS USED CARS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of this corporation is Douglas Used Cars, Inc.

ARTICLE II.
PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 541 34th Street South, St. Petersburg, Florida 33713.

ARTICLE III.
DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of filing of these Articles of Incorporation.

ARTICLE IV.
PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Todd Berger, 7310 Gulf Blvd., St. Pete Beach, FL 33706. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and address of the initial director of this corporation is William P. Douglas, 2500 34th Street N., St. Petersburg, FL 33713.

ARTICLE VIII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are William P. Douglas, 2500 34th Street N., St. Petersburg, FL 33713.

ARTICLE IX.
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.
BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.
INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 20th day of November, 2007.


WILLIAM P. DOUGLAS
INCORPORATOR

Having been named as registered agent and to accept service of process for the above stated 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 provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations the obligations of my position as registered agent.

11/20/07
Date


TODD BERGER
Registered Agent

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TALLAHASSEE, FLORIDA