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Daniel Hicks, P.A.

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Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
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SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHECKERED FLAG AUTO SALES OF OCALA, INC.

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Pursuant to the provisions of Section 607.1007, Florida Statutes,
CHECKERED FLAG AUTO SALES OF OCALA, INC., adopts the following
Second Amended and Restated Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS

The name of the Corporation shall be: CHECKERED FLAG AUTO SALES
OF OCALA, INC.

The address of the principal office of the Corporation is: 1415 SW 17th
Street, Ocala, Florida 34474, and the mailing address of the Corporation is:
1415 SW 17th Street, Ocala, Florida 34474.

ARTICLE II
DURATION

This Corporation shall have perpetual existence.

ARTICLE III
BUSINESS, OBJECTS OR PURPOSE

The general nature of the business to be transacted by this Corporation
or the objects or purposes of the Corporation shall be as follows:

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1. To engage in and transact any lawful business for which corporation may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

2. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01 per share.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 421 South Pine Avenue, Ocala, FL 34471, and the name of the initial Registered Agent at that address is: Daniel Hicks, P.A.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The initial

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Board of Directors is as follows:

PRESIDENT/DIRECTOR/
ASSISTANT SECRETARY

SCOTT ARMSTRONG
1415 SW17th Street
Ocala, FL 34474

SECRETARY

CHARLES R. LESTER
20 Redwood Run Loop
Ocala, FL 34472

ARTICLE VII
INCORPORATOR

The name and address of the initial Incorporator is as follows: Daniel Hicks, Esquire, 421 South Pine Avenue, Ocala, FL 34471. The power of the Incorporator shall terminate upon the filing of the Articles of Incorporation of CHECKERED FLAG AUTO SALES OF OCALA, INC., with the office of the Secretary of State of Florida.

ARTICLE VIII
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Second Amended and Restated Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholder is subject to this reservation.

The date of the adoption of the amendments is September 2, 2010, and the amendment was adopted by the sole Shareholder and number of votes cast

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for the amendments were sufficient for approval.

IN WITNESS WHEREOF, the undersigned have signed these Second Amended and Restated Articles of Incorporation on this 20th day of September, 2010.



FRED C. ARMSTRONG, as President
and Director

STATE OF FLORIDA
COUNTY OF MARION

Before me personally appeared FRED C. ARMSTRONG, to me well known and known to me to be the person described in and who executed the foregoing Second Amended and Restated Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced
_____ as identification.

WITNESS my hand and official seal this 20th day of September, 2010.

NOTARY PUBLIC-STATE OF FLORIDA
Tina Desmond
Commission # DD999455
Expires: FEB. 18, 2014
BONDED THROUGH ATLANTIC BONDING CO., INC.



Notary Public, State of Florida
My Commission expires:

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