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RICHARD M. KNELLINGER, P. A.

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March 1, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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+001110010000010

RE: WINNER'S CIRCLE AUTO SALES, INC.

Dear Ladies and Gentlemen:


Enclosed are the following:

1. Original executed Articles of Incorporation; and
2. Our firm check in the amount of \$122.50.

Please file the Articles at your earliest convenience and return the Certificate of Incorporation to this office.

Thank you for your assistance in this matter.

Sincerely,


RICHARD "RICK" M. KNELLINGER

RMK/fjh

Enclosures

cc: David L. Swanson

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DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
WINNER'S CIRCLE AUTO SALES, INC.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE I

The name of the Corporation is WINNER'S CIRCLE AUTO SALES, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is seven thousand five hundred. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the corporation is 1606 NW 12th Road, Gainesville, Florida 32605 and the name of its initial registered agent at such address is DAVID L. SWANSON.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is two.

The names and addresses of the persons who are to serve as members of the initial board of directors are:

DAVID L. SWANSON
1606 NW 12th Road
Gainesville, FL 32605

BRIAN S. MILLS
5311 SW 88th Court
Gainesville, FL 32608

ARTICLE VII

The names and addresses of the incorporators are:


DAVID L. SWANSON
1606 NW 12th Road
Gainesville, FL 32605

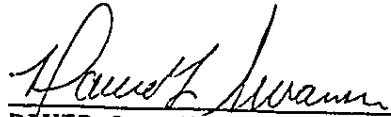
BRIAN S. MILLS
5311 SW 88th Court
Gainesville, FL 32608

The address of the principal place of business is:

1606 NW 12th Road
Gainesville, FL 32605

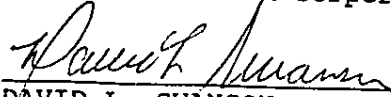
Executed by the undersigned at Gainesville, Florida this 1st
day of March, 1995.


BRIAN S. MILLS


DAVID L. SWANSON

ACCEPTANCE AS REGISTERED AGENT

I, DAVID L. SWANSON, the undersigned, do hereby accept designation as Registered Agent for the above-named corporation.


DAVID L. SWANSON