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BLAIR M. JOHNSON, P.A.  
ATTORNEY AT LAW

OF COUNSEL  
CHARLES D. WILDER, P.A.

March 27, 1995

P.O. BOX 770496  
425 S. DILLARD STREET  
WINTER GARDEN, FLORIDA 34777-0496  
(407) 856-5521

Department Of State  
Division Of Corporation  
The Capitol  
Tallahassee, Florida 32304

re: Bel Air Auto Sales, Inc.

800 1100 14-144158  
11/21/95 - 11/10/96 - 018  
\*\*\*\*122.50 \*\*\*\*122.50

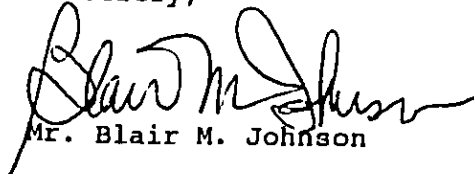
Gentlemen:

Enclosed are the original and one copy of the Articles Of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$122.50 representing payment for incorporation.

Please file the enclosed Articles Of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,

  
Mr. Blair M. Johnson

BMJ/kad  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLE OF INCORPORATION  
OF

BEL AIR AUTO SALES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 MAR 30 AM 10:24

The undersigned subscriber to these Articles Of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

BEL AIR AUTO SALES, INC.

The principal place of business of this corporation shall be 350 East Story Road, Ocoee, Florida 34761.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a minimum par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 350 East Story Road, Ocoee, Florida, and the name of the initial registered agent of the corporation at that address is PAUL J. BRUEGGER.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

The corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII INCORPORATOR

The name and street address of the persons signing these Articles Of Incorporation as the incorporator is:

PAUL J. BRUEGGER  
350 East Story Road  
Ocoee, Florida 34761

ARTICLE VIII PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata shares thereof at the price at which it is offered to others.

ARTICLE IX DIRECTORS

This corporation shall have one Director, initially. the name and street address of the initial member of the Board of Directors is:


PAUL J. BRUEGGER  
350 East Story Road  
Ocoee, Florida 34761

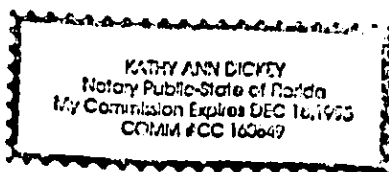
IN WITNESS WHEREOF, the undersigned has hereunto set her hand  
and seal on this 24th day of March, 1995.

✓   
\_\_\_\_\_  
PAUL J. BRUEGGER

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th  
day of March, 1995, by PAUL J. BRUEGGER, who is personally known to  
me, described as Incorporator and executed the foregoing Articles  
Of Incorporation.

  
\_\_\_\_\_  
Notary Public  
My commission expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 Florida Statutes, the following is submitted:

That BEL AIR AUTO SALES, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles Of Incorporation, at 350 East Story Road, Ocoee, Orange County, State Of Florida, has named PAUL J. BRUEGGER, located at 350 East Story Road, Ocoee, Orange County, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
\_\_\_\_\_  
PAUL J. BRUEGGER  
Registered Agent