

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



P9500030570

ACCOUNT NO. : 072100000032

REFERENCE : 581858 99222A

AUTHORIZATION : *Patricia P. Smith*

COST LIMIT : \$ 122.50

ORDER DATE : April 19, 1995

ORDER TIME : 10:39 AM

ORDER NO. : 581858

100001460121

CUSTOMER NO: 99222A

CUSTOMER: Ms. Wilma Gallagher
COGGIN-O'STEEN INVESTMENT
CORPORATION
Suite 200
7400 Baymeadows Way
Jacksonville, FL 32256

DOMESTIC FILING

NAME: COGGIN FAMILY INVESTMENT CORP.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

FILED
95 APR 19 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN APR 19 1995

ARTICLES OF INCORPORATION
COGGIN FAMILY INVESTMENT CORP.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

I.

The name of this Corporation is: Coggin Family Investment Corp.

II.

The general nature of the business to be transacted by this corporation is: to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, investment securities and services, of every class, kind, and description, to lend money, to purchase or otherwise deal in commercial paper, including retail installment paper, and to do all things which could be done by a Corporation for profit under the laws of Florida, except that this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

III.

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Two Thousand (2,000) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share.

IV.

The amount of capital with which this Corporation shall begin business is Five Hundred Dollars (\$500.00).

V.

This Corporation is to exist perpetually. Corporate existence shall begin on the date of issuance of the Corporate charter.

VI.

The initial post office address of the principal office of this Corporation in the State of Florida is 7400 Baymeadows Way, Suite 200, Jacksonville, Florida, 32256. The Board of Directors may from time to time move the principal office to any other address in Florida.

VII.

This Corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the stockholders, but shall never be less than two nor more than twenty-five (25).

VIII.

The names and post office addresses of the members of the first Board of Directors are:

Luther W. Coggin	7400 Baymeadows Way, Suite 200 Jacksonville, FL 32256
------------------	--

Blanche B. Coggin	7400 Baymeadows Way, Suite 200 Jacksonville, FL 32256
-------------------	--

The names of the officers of this Corporation, who shall hold office for the first year of existence of this Corporation or until their successors are elected and have qualified (whose post office addresses are stated above) are as follows:

Luther W. Coggin	President
Blanche B. Coggin	Vice President & Asst. Secretary
Wilma S. Gallagher	Secretary

IX.

The names and post office addresses of each subscriber of these Articles of Incorporation, and the number of shares of stock which each agrees to take, are as follows:

Anderson M. Foote, Jr.	500 Shares
------------------------	------------

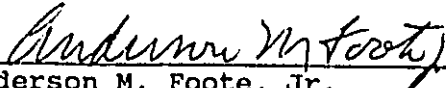
X.

These Articles of Incorporation may be amended in the manner provided by law.

IX.

By-Laws of the Corporation may be adopted, amended or repealed by the Board of Directors. Provided, however, that by-laws adopted by the shareholders shall not be amended or repealed by the directors.


IN WITNESS WHEREOF, the undersigned, being all mature persons competent to contract, have made and subscribed these Articles of Incorporation, at Jacksonville, Florida, this 18th day of April, 1995, for the uses and purposes aforesaid.


Anderson M. Foote, Jr.

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this 18th day of April, 1995, before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Anderson M. Foote, Jr., to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that the subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid.


Notary Public, State of Florida
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. 04/21/95
BONDED THRU GENERAL INV. UND.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

Coggin Family Investment Corp., wishing to organize as a
corporation under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation at
City of Jacksonville, County of Duval, State of Florida, has named
Luther W. Coggin, 7400 Baymeadows Way, Suite 200, Jacksonville,
Florida, 32256, as its agent to accept service of process within
this State.

Having been named to accept service of process for the above-
stated corporation, at place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: Luther W. Coggin
Luther W. Coggin

(Registered Agent)

FILED
95 APR 19 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Automotive Group

November 18, 1996

P95000030570

COGGIN MANAGEMENT COMPANY
Jacksonville, FL

COGGIN AUTOMOTIVE CORP.
Jacksonville, FL

COGGIN PONTIAC-GMC TRUCK
Jacksonville, FL

COGGIN NISSAN
Jacksonville, FL

COGGIN HONDA
Jacksonville, FL

COGGIN ACURA
Jacksonville, FL

SATURN OF REGENCY
Jacksonville, FL

SATURN OF ORANGE PARK
Jacksonville, FL

SATURN OF THE AVENUES
Jacksonville, FL

COGGIN KIA
Jacksonville, FL

COGGIN MERCEDES-BENZ
HONDA/BMW
Ft. Pierce, FL

COGGIN-ANDREWS HONDA
Orlando, FL

BAYWAY FINANCIAL SERVICES
Jacksonville, FL

HOLIDAY INN-BAYMEADOWS
Jacksonville, FL

T.G.I. FRIDAYS
Jacksonville, FL

Mr. Buck Kohr
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

700002018047--0
--12/03/96--01116--001
****\$805.00 ****\$35.00

RE: CORPORATION ADDRESS CHANGES

Dear Mr. Kohr:

Enclosed is our check for \$805.00 to cover the \$35.00 charge for each of the twenty-three (23) Form CR2E045(1/95) which are enclosed.

We trust this is acceptable rather than submitting a separate check for each request.

If anything further is required in order to change our records, please give me a call.

Many thanks for your help.

Sincerely,

Wilma S. Gallagher

Wilma S. Gallagher
Vice President &
Chief Administrative Officer

Enclosures

RECEIVED
56 NOV 21 AM 10:29
DIVISION OF CORPORATIONS

96 NOV 21 AM 11:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

12/4
John R.O. Chang

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Coggin Family Investment Corp.

2. The mailing address of the corporation is: P. O. BOX 16469, JACKSONVILLE, FLORIDA 32245

3. Date of incorporation/qualification: 4-19-95 Document number: P95000030570

4. The name and address of the current registered agent and office:

Luther Coggin
7400 baymeadows way, suite 200
JACKSONVILLE, FLORIDA 32256

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Same - did Not Change
4306 PABLO OAKS COURT
JACKSONVILLE, FLORIDA 32224

FILED
96 NOV 21 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Wilma S. Gallagher 11-14-96
(Signature of an officer, chairman or vice chairman of the board) (Date)

WILMA S. GALLAGHER, SECRETARY
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

11-14-96
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)