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TO: DIVISION OF CORPORATIONS
SMITH
FROM: TRIFF, SCOTT, CONKLIN &
P.O. BOX 14245

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
33302-0000
TALLAHASSEE, FL 32399
FLX: (904) 922-4000

FT. LAUDERDALE FL

CONTACT: SANDRA TOMLIN
PHONE: (305) 525-7500
FAX: (305) 761-8475

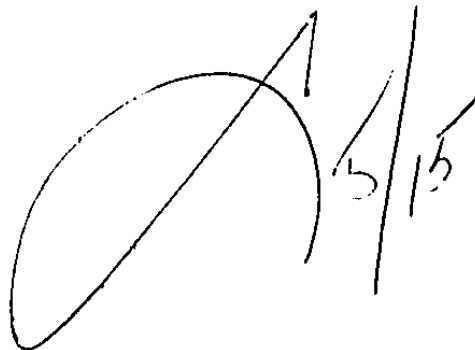
((H95000005394))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: LAWLOR AUTOMOTIVE, INC.
FAX AUDIT NUMBER: H95000005394
DATE REQUESTED: 05/12/1995
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95 MAY 15 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

21:00 MAY 15 1995

MAY 12 '95 03:48PM TRIPPSCOTT

H9500000539

FILED
MAY 15 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LAWLOR AUTOMOTIVE, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

LAWLOR AUTOMOTIVE, INC.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

1735 Arcadia Way
Boca Raton, Florida 33432

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Laurence J. Lawlor
34 Gleason Street, Apt. # 1
Delray Beach, Florida 33483

Prepared by: John K. Lawlor, Esq.
Bar No. 0043753
310 Southeast Avenue #A5
Deerfield Beach, Florida 33441
(305) 426-6419

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MAY 12 '95 03140PM TRIPSCOTT

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**ARTICLE VI
PRE-EMPTIVE RIGHTS**

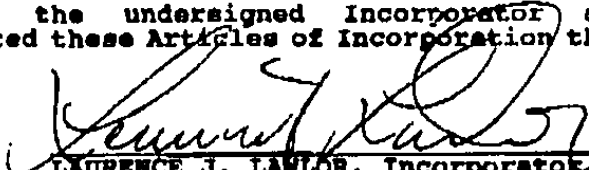
Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is:

Laurence J. Lawlor
34 Gleason Street, Apt. # 1
Delray Beach, Florida 33483

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 12 day of May 1995.


LAURENCE J. LAWLOR, Incorporator

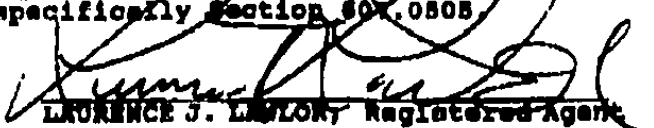
Prepared by: John K. Lawlor, Esq.
Bar No. 0043753
310 Southeast Avenue #A5
Deerfield Beach, Florida 33441
(305) 426-6419

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THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0805.


LAURENCE J. LAWLOR, Registered Agent

FILED
95 MAY 15 AM 8:27
SECRETARY OF
TALLAHASSEE, FL

Prepared by: John K. Lawlor, Esq.
Bar No. 0043753
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Deerfield Beach, Florida 33441
(305) 426-6419

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