

FERNANDEZ & SANDERSON, P.A.
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P95000038425

May 11, 1995

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

5000001487438
FD5/15/95--01056--019
*****70.00 *****70.00

Re: Spruce Auto Sales, Inc.

Dear Sir/Madam:

Enclosed are the following instruments and documents in connection with the filing of the above-named corporation.

1. Original and one copy of the Article of Incorporation.
2. Check in the amount of \$70.00 for filing fees and designation.

Please issue the Certificate of Incorporation to the new corporation and send me a conformed copy of the enclosed Articles along with it.

If there are any additional requirements, please do not hesitate to contact our office. Thank you for your courtesy and attention.

Sincerely,

[Signature]
STUART W. SANDERSON

SWS/ir

Enclosures: Check

MAY 15 PM 3:53
TALLAHASSEE FLORIDA

B. BROWN MAY 15 1995

**ARTICLES OF INCORPORATION
OF
SPRUCE AUTO SALES, INC.**

FILED
95 MAY 15 PM 3:53
CLERK OF CIRCUIT COURT
HALL COUNTY, FLORIDA

ARTICLE I. CORPORATE NAME

The name of the Corporation is **SPRUCE AUTO SALES, INC.**

ARTICLE II. DURATION

The Corporation shall have perpetual existence.

ARTICLE III. PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 3316 W. Spruce Street, Tampa, Florida 33607.

ARTICLE IV. CAPITAL STOCK

The total number of shares which the Corporation shall have authority to issue is Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V. CORPORATE PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act.

In general, the Corporation may possess and exercise all the powers and privileges granted by the Florida General Corporation Act or by any other law of Florida or by these articles of incorporation, together with any other law of Florida or by these articles of incorporation, together with any other powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is **MARIO E. MORA, 3214 Saddlebrook, Tampa, Florida 33618.**

ARTICLE VII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is MARIO E. MORA, 3214 Saddlebrook, Tampa, Florida 33618.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of the Corporation is:

MARIO E. MORA
3214 Saddlebrook
Tampa, Florida 33618

ARTICLE IX. BYLAWS

The power to adopt, alter, and amend or repeal Bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of May, 1995.


MARIO E. MORA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SUBSCRIBED AND SWORN to (or affirmed) before me this 10th
day of May, 1995, by MARIO E. MORA, who is personally known to me
or has produced FLDL 11600-545-61-132 as identification.

Margaret Pacheco
NOTARY PUBLIC-SIGNATURE



MARGARET PACHECO
My Commission CC300237
Expires May 20, 1998
Bonded by HAI
800-438-1616

NAME-TYPED, PRINTED OR STAMPED

COMMISSION NUMBER

EXPIRATION DATE

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
MAY 15 PM 3:53
CLERK OF DISTRICT COURT
HILLSBOROUGH COUNTY, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

That SPRUCE AUTO SALES, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 3316 W. Spruce Street, Tampa, Florida 33607, has named MARIO E. MORA, at 3214 Saddlebrook, Tampa, Florida 33618, as its agent to accept service of process within Florida.

Dated: May 10, 1995

Mario E. Mora
MARIO E. MORA, INCORPORATOR

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Mario E. Mora
MARIO E. MORA, REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SUBSCRIBED AND SWORN to (or affirmed) before me this 10th day of May 1995, by MARIO E. MORA, who is personally known to me or has produced FLDL M 600-545-61-132 as identification.

Margaret Rabeiro
NOTARY PUBLIC-SIGNATURE

MARGARET RABEIRO
My Commission CC368237
Expires May 28, 1998
NAME-T 100, PRINTED OR STAMPED
800-422-1555

COMMISSION NUMBER

EXPIRATION DATE