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J. RONALD WIGGINTON
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June 2, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

RE: Direct Auto Xpress, Inc.

Dear Reader:

Enclosed you will find the original and one copy of the Articles of Incorporation for the above captioned entity, together with my remittance in the sum of \$122.50 in payment of the following:

Filing Fees	\$ 35.00
Certified Copy Expense	52.50
Designation of Agent	<u>35.00</u>
Total	\$122.50

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Please expedite your return of the certified copy because time is of the essence herein.

Yours very truly,

J. RONALD WIGGINTON

JRW/mmh

PMC
6/12/95

FILED
95 JUN -6 PM 1:48
TALLAHASSEE, FLORIDA
DIVISION OF STATE

ARTICLES OF INCORPORATION
OF
DIRECT AUTO XPRESS, INC.

FILED

95 JUN -6 PM 4:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being sui juris, for the purposes of forming and organizing a corporation for profit under the provisions of the Corporation Laws of the State of Florida, do hereby adopt and declare the following Articles of Incorporation covering the existence and organization of this Corporation.

ARTICLE I

The name of this corporation shall be DIRECT AUTO XPRESS, INC.

ARTICLE II

The general nature of the business to be transacted and conducted by this corporation is as follows:

A. To sell, market, lease, import, export and deal at retail and wholesale in all new and used automobiles, trucks and all other motor vehicles or motorized equipment; TO service, reconstruct and repair all automobiles, trucks and other motor vehicles as well as all motorized equipment; to sell and market, at retail and wholesale, all accessories, parts and supplies of every nature and description; to invest, trade and deal in any real or personal property deemed beneficial to the corporation and to encumber or dispose of any property at any time owned or held by the corporation; to carry on any other lawful business in connection with any or all of the foregoing, or calculated, directly or indirectly, to enhance the value of the property or the rights of the corporation of any nature whatsoever, whether related to the

foregoing or not; to provide all facilities and services incidental to or in connection with any and all of the foregoing, and to make all contracts and to do all things proper, incidental or conducive to the complete attainment of any and all of said purposes;

B. To contract with others to the same extent as natural persons might or could do to perform any and all acts necessary in or related to the aforesaid business activities and to carry on any other business, whether directly in the fields above stated or not, which may seem to the corporation capable of being conveniently carried on;

C. To conduct business in, have one or more offices in and buy, sell, hold, mortgage, convey, lease or otherwise dispose of real and personal property, including franchises, patents, trademarks, copy-rights, and licenses in the State of Florida and in all other states and countries; to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required;

D. To purchase the business assets of any other corporation or business enterprise and engage in the same or other character of business; to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or any bonds, securities or other evidences of indebtedness created by any other corporation organized under the laws of the State of Florida or any other government and, while the owner thereof, to exercise all the rights, powers and privileges

thereunto appertaining;

E. To do any and all things hereinbefore enumerated for itself or on the account of others, and to make, enter into and perform contracts for doing any thereof; and to do any and all things hereinbefore enumerated to the same extent as natural persons might or could do;

F. The foregoing enumeration of the objects, purposes and powers of the corporation is not intended and shall not be construed nor held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this corporation shall have and exercise all other powers, rights and privileges granted by the Corporation Laws of the State of Florida now in force or any amendment or amendments thereto.

ARTICLE III

The capital stock of this corporation shall be composed of ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which may be purchased by payment in lawful money of these United States of America and/or in property, labor or services of a just valuation, not less than the par value of said stock, to be fixed by the Board of Directors of the corporation. All said stock shares shall be fully paid and non-assessable.

Subject to the provisions of the Corporation Laws of the State of Florida, this corporation may enter into contracts with any party, natural or otherwise, including its shareholders, for or

relating to the sale and/or purchase of any number of shares of the capital stock of this corporation, whether then held by the corporation or by its said stockholders, on such terms and conditions as may be necessary to insure the success of any such contractual relations and/or agreements, stock options, and stock purchase agreements by and between the shareholders of the corporation and/or by and between the shareholders and the corporation and may make the capital stock of this corporation subject to the terms and provisions of any such agreement or agreements, provided only that this corporation shall not purchase or redeem any of its capital stock in such manner as to reduce the aggregate amount of the assets of this corporation, at a fair and just valuation, below an amount sufficient to equal the par value of all remaining outstanding stock of the corporation, plus all other liabilities of the corporation and, provided further, that no such purchase or redemption shall operate as a reduction of the number of shares which this corporation is unauthorized to have outstanding and, provided further, that the shares of stock so purchased or redeemed by this corporation may be held in the treasury of the corporation subject to re-issue for sufficient consideration by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than One Thousand (\$1,000.00) Dollars.

ARTICLE V

The initial post office address of the principal office of this corporation in the State of Florida shall be 300 N. Franklin Street, Tampa, Florida 33602. The Board of Directors may, from time to time, move the principal office to any other address in Florida or to such other place within the State of Florida as they may deem desirable.

ARTICLE VI

This corporation is to exist perpetually or until dissolved by due process of law.

ARTICLE VII

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased, from time to time, pursuant to the By-Laws of this corporation, as adopted by its stockholders.

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of this corporation is or are interested in or a Director or Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such

person or persons, firm or corporation, and each and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled corporation.

ARTICLE VIII

The names and addresses of the first Board of Directors and Officers of said corporation are as follows:

William D. Whittaker	President and Director	3708 West Dale Ave Tampa, Fl. 33609
John D. Foster	Vice President, Secretary/Treasurer and Director	1122 Knollwood Dr Safety Harbor, Fl. 34695

ARTICLE IX

The name and address of the subscriber to these Articles of Incorporation is as follows:

William D. Whittaker	3708 West Dale Avenue Tampa, Fl. 33609
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ARTICLE X

The undersigned subscriber to these Articles of Incorporation so desiring to organize the aforementioned corporation under the laws of the State of Florida with its offices, as above indicated in Article V hereof, at 300 N. Franklin Street, Tampa, Florida 33602, has named WILLIAM D. WHITTAKER, located at 300 N. Franklin Street Tampa, Florida 33602 as its agent to accept service of process within the State of Florida.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholder's meeting.

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal this 2nd day of June, 1995.


WILLIAM D. WHITTAKER (SEAL)

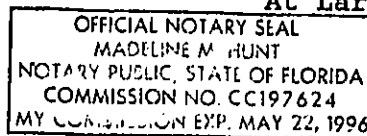
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

I HEREBY CERTIFY that on this 2nd day of June, 1995, personally appeared before me, the undersigned authority, WILLIAM D. WHITTAKER, subscriber to the foregoing Articles of Incorporation, known to me to be such, and I having first made known to him the contents of these Articles of Incorporation, he did acknowledge that he signed, sealed and delivered said Articles of Incorporation as his voluntary act and deed, and that the facts therein stated are truly set forth.

WITNESS my hand and seal at Tampa, Hillsborough County, Florida, the day and year last above written.

My Commission Expires


NOTARY PUBLIC-STATE OF FLORIDA
At Large



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

JUN -6 PM 4:48

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
STATE OF FLORIDA

FOLLOWING IS SUBMITTED:

DIRECT AUTO XPRESS, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED WILLIAM
D. WHITTAKER, LOCATED AT 300 N. FRANKLIN STREET, CITY OF TAMPA,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE


WILLIAM D. WHITTAKER
(CORPORATE OFFICER)

TITLE

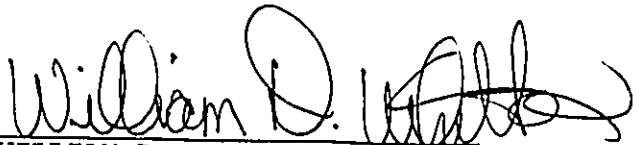
Subscriber and Incorporator

DATE

6-2-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED 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 AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


WILLIAM D. WHITTAKER
(Registered Agent)

DATE

6-2-95