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MARLOWE & APPLETON  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
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WINTER PARK, FLORIDA 32789-3738  
(407) 629-5008

MICHAEL J. APPLETON, P.A.  
MICHAEL L. MARLOWE, P.A.

PLEASE REPLY TO:  
POST OFFICE DRAWER 2388  
WINTER PARK, FLORIDA 32789-2388  
FACSIMILE (407) 740-0310

June 27, 1995

Division of Corporations  
State of Florida  
Post Office Box 6327  
Tallahassee, FL 32314

300001527403  
-06/29/95--01079--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: MAGIC MOTORS SALES & SERVICE, INC.

Gentlemen:

Enclosed are the original Articles of Incorporation and Acceptance of Designation as Registered Agent for Magic Motors Sales & Service, Inc., and our check in the amount of \$122.50. Please send the charter and certified copy of the Articles of Incorporation to this office.

Thank you for your assistance and cooperation.

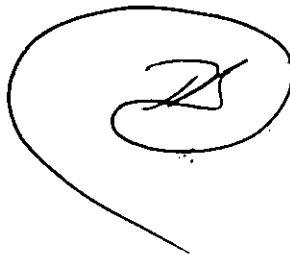
Sincerely,



Michael L. Marlowe

MLM:ddd  
Enclosure

RECEIVED  
JUL 1 1995  
TALLAHASSEE, FLORIDA  
B/P



ARTICLES OF INCORPORATION

OF

MAGIC MOTORS SALES & SERVICE, INC.

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be MAGIC MOTORS SALES & SERVICE, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be:

The sale and servicing of automobiles and automobile parts, both wholesale and retail.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of

its obligations by mortgage or pledge of all or any of its property, franchises and income.

To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned and invested.

To conduct its business, carry on its operations, and have offices and exercise the powers granted to corporations under the Florida Statutes both within and without this state.

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the Florida Statutes, for the administration and regulation of the affairs of the corporation.

To make donations for the public welfare or for charitable, scientific or educational purposes.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of the directors, officers and employees of the corporation, and for any or all of the directors, officers and employees of any subsidiary of the corporation.

To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

#### ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is Six Thousand (6,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

#### ARTICLE V

The address of the principal office of the corporation is 1213 Sioux Court, Geneva, Florida 32732. The mailing address is the same.

#### ARTICLE VI

The street address of the initial registered office of the corporation is 1031 W. Morse Boulevard, Suite 105, Winter Park, Florida 32789-3744. The name of the initial registered agent at such address is Michael L. Marlowe.

#### ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
E. S. Fawcett	1871 Casselwood St. Winter Park, Florida 32792
Paul R. Klingele	1213 Sioux Court Geneva, Florida 32792

ARTICLE VIII

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael L. Marlowe	Post Office Drawer 2366 Winter Park, Florida 32790

ARTICLE IX


The date corporate existence shall begin shall be June 27, 1995, provided that these Articles are filed with the Department of State within five (5) days of the date of subscription and acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of such filing.

IN WITNESS WHEREOF, the undersigned, being the sole subscriber to these Articles of Incorporation, does hereby make and file the Articles of Incorporation, and certifies that the facts herein stated are true, and accordingly, has hereunto set his hand and seal at Winter Park, in the County of Orange, State of Florida, this 27th day of June, 1995.

  
Michael L. Marlowe

STATE OF FLORIDA  
COUNTY OF ORANGE

SWORN TO and subscribed before me this 27th day of June, 1995, by Michael L. Marlowe, who is personally known to me.

  
Michael J. Appleton  
Notary Public, State of Florida  
My Commission Expires:



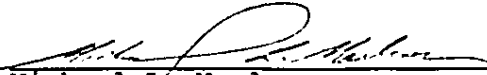
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MAGIC MOTORS SALES & SERVICE, INC.

2. The name and address of the registered agent and office is:

Michael L. Marlowe  
1031 W. Morse Boulevard, Suite 105  
Winter Park, Florida 32789-3744

  
Michael L. Marlowe  
Title: Subscriber

Date: June 27, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Michael L. Marlowe

DATE: June 27, 1995