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JOHNSON BLAKELY

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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((H95000007471)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LOKEY MOTOR GROUP, INC.
FAX AUDIT NUMBER: H95000007471
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((H95000007471))

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95 JUL -6 PM 12:30
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 JUL -6 AM 10:54
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
LOKEY MOTOR GROUP, INC.

FILED
95 JUL -6 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name and Address

The name of this corporation is LOKEY MOTOR GROUP, INC. The mailing address of the corporation is: 19820 U.S. Highway 19 North, Clearwater, Florida 34624. The address of the corporation's principal office is: 19820 U.S. Highway 19 North, Clearwater, Florida 34624.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 7,500 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Dollar (\$1.00).

ARTICLE IV - Preemptive Rights

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 19820 U.S. Highway 19 North, Clearwater, Florida 34624, and the name of the initial registered agent of this corporation at that address is PHILIP E. LOKEY.

Bruce H. Bokor, Esq.
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, FL 34616
(813)461-1818
Florida Bar No. 0150340

ARTICLE VI - Incorporator

The name and address of the person signing these Articles is:

Name

Address

PHILIP E. LOKEY

19820 U.S. Highway 19 North
Clearwater, Florida 34624

ARTICLE VII - Indemnification

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

ARTICLE VIII - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of June, 1995.


PHILIP E. LOKEY

0072997.01(cab)
(6/21/95-d1)

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, LOKEY MOTOR GROUP, INC., desiring to organize under the laws of the State of Florida, hereby designates PHILIP E. LOKEY, located at 19820 U.S. Highway 19 North, Clearwater, Florida 34624, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


PHILIP E. LOKEY

0072997.01(cab)
(6/21/95-d1)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA