

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
7-13-95

DMC
7/14/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>MLC</i>	_____	_____	_____

WALK-IN **7/14 12:00**
Will Pick Up

P95000054520

RE: Central Florida Dealers, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend., File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

FILED
95 JUL 14 PM 12:18
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CENTRAL FLORIDA DEALERS, INC.

FILED

95 JUL 14 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607 of the Florida Statutes, the undersigned, who is a resident of the State of Florida, and who is of full age, has this day formed a corporation for profit and does hereby certify:

EFFECTIVE DATE

ARTICLE I - NAME

7-13-95

The name of this corporation is CENTRAL FLORIDA DEALERS, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to purchase, sell and lease new and used motor vehicles and engage in any other legal and lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

Except as otherwise required by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares of stock of this corporation. The shares of stock in this Corporation are not to be divided into classes. This Corporation is not authorized to issue a preferred or special class of shares in series or in less than whole shares.

ARTICLE V - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

Each shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares) at the price at which it is offered to others.

**ARTICLE VI - PRINCIPAL ADDRESS,
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the principal place of business of the corporation is 800 So. Harbor City Boulevard, Melbourne, Florida 32901. The street address of the initial registered office of this corporation is 1900 So. Hickory Street, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is James H. Fallace.

ARTICLE VII - INCORPORATORS

The name and address of the initial incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
James H. Fallace	1900 So. Hickory Street Melbourne, Florida

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the holders of common stock of this corporation.

**ARTICLE IX - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER**

The approval by a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE X - DIRECTORS COMPENSATION

The shareholders of the common stock of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XI - I.R.C. SECTION 1244

It is the intent of the incorporator to qualify the shares of common stock issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - AMENDMENT

This 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 the shareholders is subject to this reservation.

ARTICLE XIV - DIVIDENDS ON COMMON STOCK

The holders of the issued and outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable in cash, in property or in shares of the common stock of the corporation.

No dividends shall be paid upon the common stock in any medium if the corporation is, or is thereby, rendered incapable of paying its debts as they become due in the usual course of business.

ARTICLE XV - AFFILIATED TRANSACTIONS

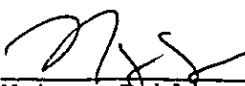
The corporation expressly elects that it shall not be governed by Section 607.0901, Florida Statutes (1993), as amended from time to time or any corresponding provisions of Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of July, 1995.


JAMES H. FALLACE

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13th day of July, 1995, by JAMES H. FALLACE, who is personally known to me or who has produced his N/A as identification.


Notary Public

State of Florida at Large
Commission/Serial
My Commission Expires



NANCY ANDERSON
My Commission CC383858
Expires Jun. 16, 1998
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENCY UPON WHOM PROCESS
MAY BE SERVED

FILED

95 JUL 14 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

CENTRAL FLORIDA DEALERS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Indian Harbor Beach, County of Brevard, and State of Florida, has named James H. Fallace, located at 1900 So. Hickory Street, Melbourne, Florida 32901, as its agent to accept service of process within this state.

ACCEPTANCE

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I affirm that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


JAMES H. FALLACE

P95000054520

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No. **52280**

RE: Central Florida
Dealers, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	908881677333 01/03/96 01097 015	
<input type="checkbox"/> Annual Report/Reinstatement	*****35.00 *****35.00	
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing	900001577333 01/03/96 01097 016	
<input type="checkbox"/> Corporate Kit	*****52.50 *****52.50	
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

N. HENDRICKS JAN - 4 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME 12:00 CK No. _____
 BY _____

WALK-IN
 Will Pick Up 1/3 \$2.00

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

RECEIVED
 96 JAN - 3 PM 2:06
 DIVISION of CORPORATION
 FILED
 96 JAN - 3 AM 10:06
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA DEALERS, INC.

FILED

96 JAN -3 AM 10:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation, thereby amending Article IV of its Articles of Incorporation to, hereafter, provide as follows:

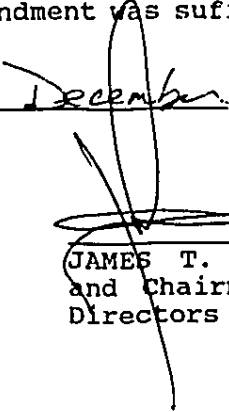
"ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$150.00 par value common stock.

Except as otherwise required by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares of stock of this Corporation. The shares of stock in this Corporation are not to be divided into classes. This Corporation is not authorized to issue a preferred or special class of shares in series or in less than whole shares."

The foregoing Amendment to the Articles of Incorporation of CENTRAL FLORIDA DEALERS, INC. was adopted on December 13, 1995, and approved by the shareholders and the Board of Directors. The number of votes cast for the Amendment was sufficient for approval.

Signed this 18 day of December, 1995.


JAMES T. RATHMANN, President
and Chairman of the Board of
Directors