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DOCUMENT PREPARATION, INC.

2715 N. Cocoa Boulevard (US 1)
Cocoa, Florida 32922
(407) 633-9353



July 25, 19 95

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Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

Re: HARBOR CITY AUTO MALL, INC.

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$127.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	57.50
Reg. Agent Fee	35.00
	<u>\$127.50</u>

Please file the original of the enclosed Articles of Incorporation and return a Certified Copy to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

7/31/95
JK

**ARTICLES OF INCORPORATION
OF
HARBOR CITY AUTO MALL, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be **HARBOR CITY AUTO MALL, INC.**

ARTICLE TWO: DURATION: The term of existence of the corporation shall be perpetual.

ARTICLE THREE: PURPOSE: The purpose of the corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. **HARBOR CITY AUTO MALL, INC.** also may own, buy and sell parts or all of other businesses, real estate and investments; conduct research; develop equipment; design, construct, own, sell and lease equipment; and hold patents. **HARBOR CITY AUTO MALL, INC.,** may do writing of all types, including printing, publishing, distributing, buying and selling; enter into textiles and their manufacture, distribution, sales, etc.; and take advantage of any and all opportunities, ventures and spin-offs that are legally available.

ARTICLE FOUR: CAPITAL STOCK: The aggregate number of shares which the corporation has authority to issue is 100 shares, all of which shall be common shares with no par value.

ARTICLE FIVE: REGISTERED OFFICE: The street address of the initial Registered Office of the corporation is 3408 North US 1, Cocoa, Florida 32926 and the name of the Registered Agent is **JOHN A. QUARNO, III.**

ARTICLE SIX: DIRECTORS: The Board of Directors of the corporation shall consist of no less than one (1) and no more than four members. The names and addresses of the initial Board of Directors are:

John A. Quarno, III
1005 Walkiki Drive
Merritt Island, Fl 32953

ARTICLE SEVEN: INCORPORATORS: The incorporator of the corporation and the subscriber to these Articles of Incorporation is: John A. Quarno, III.

ARTICLE EIGHT: BY-LAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve and/or amend By-Laws of the corporation and shall have the exclusive authority to formulate, approve and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

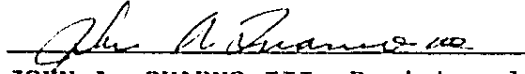
ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation is: 3408 North US1, Cocoa, Florida 32926 and the mailing address is the same.

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

HARBOR CITY AUTO MALL, INC. a Florida corporation, pursuant to Florida Statute §48.091, and its Articles of Incorporation, hereby designates **JOHN A. QUARNO III**, whose address is 3408 North US1, Cocoa, Florida 32926 as its Registered Agent and Registered Office for the service of process as required by law.


ACCEPTANCE

I, JOHN A. QUARNO III, of 3408 North US1, Cocoa, Florida 32926, having been named in the foregoing Designation of Registered Agent by HARBOR CITY AUTO MALL, INC., a Florida corporation, and being fully advised and apprised of the duties of a Resident Registered Agent for the service of process as prescribed by Florida Statute §48.091, do hereby accept said designation and agree to accept service of process as Resident Registered Agent, to keep the office open during prescribed hours, to post my name in a conspicuous place in the office as required by law and to otherwise comply with the obligations of a Resident Registered Agent to maintain a Registered Office as heretofore indicated.


JOHN A. QUARNO III, Registered
Agent

DATED this 1st day of June, 1995.

IN WITNESS WHEREOF, I have subscribed my name this 1st day
of June, 1995.


JOHN A. QUARNO III