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LAW OFFICES OF

Charles J. Goldman, P.A.

601 SOUTH FEDERAL HIGHWAY
HOLLYWOOD, FLORIDA 33020

BROWARD: (305) 920-1000
DALE: (305) 944-7000

August 10, 1995

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: Dixie Automotive Distributors Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and return one filed copy to me in the envelope I have provided.

I am enclosing my check for \$70.00 covering:

\$35.00 Filing Fee

35.00 Certificate Designating Registered Agent

Very truly yours,


CHARLES J. GOLDMAN

CJG/pr
Enclosures

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*****70.00 *****70.00

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8/15/95

FILED
55 AUG 14 AM 11:49
TALLAHASSEE, FLORIDA

FILED
35 AUG 14 AM 11:49
TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION
OF**

DIXIE AUTOMOTIVE DISTRIBUTORS INC.

I, THE UNDERSIGNED, hereby establish myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

DIXIE AUTOMOTIVE DISTRIBUTORS INC.

ARTICLE II - PURPOSE

The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) SHARES having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV - CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - DURATION

The corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The initial street address of the corporation's principal office is: 2328 Dixie Highway, Hollywood, Florida 33020

ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

The corporation shall be a close corporation within the meaning of, and governed by, the Florida Close Corporation Act. The business of the corporation shall be managed by its shareholders pursuant to Chapter 607 of the Florida Statutes.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The names and addresses of the Directors are:

Irving R. Cheris
2328 Dixie Highway
Hollywood, Florida 33020

Patricia Ann Cheris
2328 Dixie Highway
Hollywood, Florida 33020

ARTICLE IX - SUBSCRIBERS

The name and address of each person signing these Articles of Incorporation as a subscriber is:

Irving R. Cheris
2328 Dixie Highway
Hollywood, Florida 33020

Patricia Ann Cheris
2328 Dixie Highway
Hollywood, Florida 33020

ARTICLE X - DISSOLUTION

The corporation may be dissolved at any time by: (1) unanimous written consent of the shareholders; (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of



corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XI - REGISTERED AGENT

The name and address of the Registered Agent is:

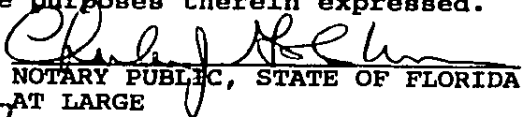
CHARLES J. GOLDMAN, P.A.
601 South Federal Highway
Hollywood, Florida 33020

IN WITNESS WHEREOF, I, the undersigned subscriber of this Corporation, have executed these Articles of Incorporation at Hollywood, Broward County, Florida, on this 11 day of August, 1995.


IRVING R. CHERIS, Subscriber

PATRICIA ANN CHERIS, Subscriber

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

BEFORE ME, this 11 day of August, 1995 personally appeared IRVING R. CHERIS and PATRICIA ANN CHERIS who has produced FD-20 536-4833984 as identification and they are the persons described in the foregoing Articles of Incorporation of Dixie Automotive Distributors Inc. and they acknowledged before me that they executed the same for the purposes therein expressed.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE


CHARLES J. GOLDMAN
Type or print name of notary

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that DIXIE AUTOMOTIVE DISTRIBUTORS INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2328 Dixie Highway, Hollywood, Florida 33020, has named Charles J. Goldman, P.A., located at 601 South Federal Highway, Hollywood, Florida 33020 as its agent to accept service of process within Florida.

Dated: August 11, 1955


Incorporator
Patricia Ann Cheris

Having been named to accept service of process for the above named 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 performance of my duties.


CHARLES J. GOLDMAN, P.A.

FILED

95 AUG 14 AM 11:50
TALLAHASSEE, FLORIDA