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(Requestor's Name)
204 South Monroe St.
(Address)
Tallahassee, Fl 32301 681-6710
(City, State, Zip) (Phone #)

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Interstate National Dealer Services of Florida, Inc.
(Corporation Name) (Document #)
2. ______
(Corporation Name) (Document #)
3. ______
(Corporation Name) (Document #)
4. ______
(Corporation Name) (Document #)

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Same person
has R95—1955

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DIVISION OF CORPORATIONS

Examiner's Initials	

CR2E031(9/92)

D. BROWN AUG 18 1995

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INTERSTATE NATIONAL DEALER SERVICES OF FLORIDA, INC.

I, the undersigned in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Chapter 607, Florida Statutes, do hereby certify as follows:

ARTICLE I

The name of the corporation is INTERSTATE NATIONAL DEALER SERVICES OF FLORIDA, INC. (hereinafter called the "Corporation"). The Corporation's existence shall be perpetual.

ARTICLE II

The Corporation's Florida address is 204 South Monroe Street, Tallahassee, Florida 32301. The name of its registered agent at that address is Timothy J. Meenan.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under Chapter 607, Florida Statutes.

ARTICLE IV

The total number of shares of capital stock which the Corporation shall have the authority to issue is 100 shares designated Common Stock, par value $1.00 per share.

ARTICLE V

The name and address of the Sole Incorporator are as follows:

Name	Address
Timothy G. Schoenwalder	204 South Monroe Street Tallahassee, Florida 32301

ARTICLE VI

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation, its directors, and stockholders:

(a) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(b) The Board of Directors shall have power without assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation as provided in the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(c) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(d) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Florida, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-law so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

ARTICLE VII

Liabilities.

(a) The personal liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented.

(b) The Corporation. To the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented, the corporation shall indemnify its directors and officers under said statutes from and against any and all of the expenses, liabilities or other matter referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to any action in that person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(c) Any modification of this Paragraph 7 by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation existing at the time of such appeal on modification.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of August, 1995.

Timothy G. Schoenwalder
Tallahassee, Florida

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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.

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TALLAHASSEE, FLORIDA

1. The name of the corporation is:

Interstate National Dealer Services of Florida, Inc.
(must include suffix)

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

Timothy J. Meenan
(NAME)

204 South Monroe Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301
(CITY/STATE/ZIP)

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.

Timothy J. Meenan
(SIGNATURE)

August 18, 1995
(DATE)