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SHARIT, BUNN, CHILTON & HOLDEN, P.A.
ATTORNEYS AT LAW

99 NINTH STREET N.W. / WINTER HAVEN, FLORIDA 33890
TELEPHONE (941) 899-6600 / FAX (941) 893-0000

REPLY TO:
P.O. BOX 9498

WINTER HAVEN, FLORIDA 33893-0498

August 23, 1995

JOE L. SHARIT

R. SCOTT BUNN*

CHARLES R. CHILTON

M. LANCE HOLDEN

ROBERT J. STAMBAUGH

*BORN IN FLORIDA
ADMITTED TO PRACTICE IN FLORIDA AND CALIFORNIA

Honorable Sandra Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

000001571850
-08/29/95--01043--002
****122.50 ****122.50

Re: B & B AUTO SALES OF POLK COUNTY, INC.

Dear Mrs. Mortham:

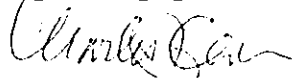
Enclosed herewith for filing are Articles of Incorporation and Resident Agent form for the above-captioned corporation. A copy of the Articles is also enclosed to be certified and returned to this office at your earliest convenience.

Our firm check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified copy	52.50
Resident Agent Form	35.00
TOTAL	\$122.50

Thank you for your kind cooperation in this regard.

Very truly yours,


CHARLES R. CHILTON

CRC/trp
Enclosures

SHARON L. TALA

AUG 30 1995

ARTICLES OF INCORPORATION
OF

B & B AUTO SALES OF POLK COUNTY, INC.

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is B & B AUTO SALES OF POLK COUNTY, INC.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2910 Lake Alfred Road, Winter Haven, Florida 33881, and the name of the initial registered agent of this corporation at that address is DAVID L. BURTON. The mailing address for the corporation is 2910 Lake Alfred Road, Winter Haven, Florida 33881.

ARTICLE V - INITIAL BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation, which shall consist of two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address

of the initial Directors are:

DAVID L. BURTON	2910 Lake Alfred Road	
	Winter Haven, Florida	33881
DAVID W. BURTON	2910 Lake Alfred Road	
	Winter Haven, Florida	33881

ARTICLE VI - SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is DAVID L. BURTON, 2910 Lake Alfred Road, Winter Haven, Florida 33881.

The original Subscriber of this Corporation may sell, exchange, assign or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, the office and term for each Director(s) designated in this certificate to be held or exercised as originally named shall thereupon expire and a new election shall be called and held by the transferees for the election of new director(s) to hold office until their successors are elected and qualify thereafter in due course from time to time.

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal and acknowledges and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23rd day of August, 1995.

B & B AUTO SALES OF POLK COUNTY, INC.

By: David L. Burton (SEAL)
DAVID L. BURTON

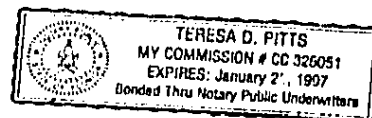
STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME personally appeared DAVID L. BURTON, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 23rd day of August, 1995.

Teresa D. Pitts
Notary Public, State of Florida
My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said act:

First--That B & B AUTO SALES OF POLK COUNTY, INC.
desiring to organize under the laws of the State of Florida, with
its principal office, as indicated in the Articles of Incorporation
at the City of WINTER HAVEN, County of POLK,
State of Florida, has named DAVID L. BURTON
located at: 2910 Lake Alfred Road,
(Street address and number of building,
Post Office Box address not acceptable)
City of WINTER HAVEN, County of POLK,
State of Florida, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT: (Must be signed by designated agent)

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: David L. Burton
Registered Agent
DAVID L. BURTON