

P95000069729

August 24, 1995

95 SEP 11 PM 2:50

TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

re: Incorporation of Dealers Holding Corporation

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Dealers Holding Corporation, a corporation that I am requesting be formed as a domestic corporation under the laws of the State of Florida.

Also enclosed please find a check in the amount of \$122.50 in payment of the following incorporation fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy Fee	52.50

TOTAL	\$122.50
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If you have any questions, please contact me by phone at (813) 689-1788 or by mail at 1231 West Brandon Blvd., Brandon, 33511.

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Sincerely,

Francis Ancrile
Francis Ancrile

AUG 29 1995

W95-17425



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

August 29, 1995

FRANCIS ANCRILE
1231 W BRANDON BLVD
BRANDON, FL 33511

SUBJECT: DEALERS HOLDING CORPORATION
Ref. Number: W95000017425

We have received your document for DEALERS HOLDING CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 295A00040238

ARTICLES OF INCORPORATION
of
DEALERS HOLDING CORPORATION

57 SEP 11 PM 3:50

I, the undersigned subscriber to these Articles of Incorporation, am a natural person, competent to contract and adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of this Corporation shall be:

DEALERS HOLDING CORPORATION

ARTICLE II

The general powers, purposes and nature of the business to be transacted, promoted or carried on by this Corporation are as follows:

A. To purchase or otherwise acquire the whole or any part of the property, assets, goodwill, rights and business, and to undertake or assume the whole or any part of the bond, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities, and obligations of any person, firm, association, corporation or organization; and to pay for the same, or any part or combination thereof, in cash, shares of the capital stock, bonds, debentures, notes or other obligations of this corporation, or otherwise, or by undertaking or assuming the whole or any part of the liabilities or obligations of the transferors; and to hold, or in any manner dispose of the whole or any part of the property and assets so acquired or purchased; and, to utilize, enjoy and

conduct, in any lawful manner, the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient to conduct, manage and carrying on such business.

B. To borrow or raise money for any of its purposes without limits as to amount; and to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences of indebtedness, of any nature and in any manner whether secured or unsecured, for monies so borrowed, or in payment of property acquired, or for any of the objects or purposes of this Corporation; and, to secure the payment of the principal and interest of any such obligations by mortgage, pledge, deed, indenture, agreement, instrument of trust, lien upon, assignment of, or agreement in respect of all or any part of the property, real or personal, of this Corporation, or of all or any of its rights or interest therein, whatsoever situated, and whether at the time owned or thereafter acquired; and in such manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of this Corporation for its corporate purposes.

C. To do any and all things necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any one or more of the above purposes, or the attainment of any one or more of the objects herein enumerated or designated; directly or indirectly, to promote the interests of this Corporation or to enhance the value of any of its property or business.

D. To carry on business at any place or places, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any of such place or places.

E. To enter into, make, perform and carry out contracts of any sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature with any person, firm corporation, private, public or municipal, body politic under the government, or colony thereof, so far as, and to the extent that the same may be done and performed by corporations within the laws under which this Corporation is organized.

F. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

G. To enter into any and all types of lawful businesses which the Board of Directors shall from time to time determine necessary or deem proper in connection with the foregoing purposes and which may be calculated directly or indirectly to promote the interests of this Corporation or to enhance the value of its property.

H. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals, and either as principal or agent, and to do every other act or acts, thing or things.

ARTICLE III

Shares of Stock.

A. The maximum number of shares of capital stock which this corporation is authorized to have outstanding at any one time shall be One Thousand (1000) shares of voting common stock, each having a One Dollar (\$1.00) par value. The consideration for said shares of stock may be paid for in cash, labor, services, real or personal property, at a just valuation thereof to be fixed by the Board of Directors at a meeting held for that purpose.

b. The shares of stock to be issued by the Corporation shall be issued, accepted and held subject to the following provisions and restrictions upon sales and transfers thereof:

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder, shall desire to sell assign, give or transfer any share of stock in the Corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, first afford to the Corporation or the nominee of its Board of Directors, the right and privilege for thirty (30) days to purchase the same at a price agreed upon by such stockholders and the Corporation

or such nominee or in default of such agreement, at a price equal to the book value of said stock, and no stock of the Corporation shall be transferred upon its books unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be void.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall not be less than One Hundred and 00/100 Dollars (\$100.00).

ARTICLE V

This Corporation shall have perpetual existence and shall commence its corporate existence upon the filing of these articles with the Secretary of State, State of Florida.

ARTICLE V

The initial registered agent shall be: FRANCIS ANCRILE.
The street address of the initial principal office and the initial registered office of this Corporation, in the State of Florida, shall both be:

1231 West Brandon Blvd.
Brandon, Florida 33511

ARTICLE VI

This Corporation shall initially have three (3) Directors. The number of Directors may be increased or diminished from time to time, by the By-Laws adopted by the stockholders.

ARTICLE VII

The names and street addresses of the initial Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws and applicable Florida Statutes, shall hold office for the first year of existence of the Corporation, or until their successors are elected or appointed, and have qualified, are as follows: Mark E. Wise, 1231 W. Brandon Blvd., Brandon, FL, 33511
R.J. Snively, 1231 W. Brandon Blvd., Brandon, FL, 33511
Francis Ancrile, 1231 W. Brandon Blvd., Brandon, FL, 33511

ARTICLE VIII

The name and street address of the person signing the Articles of Incorporation as a subscriber is as follows:

Francis Ancrile
1231 W. Brandon Blvd.
Brandon, Florida 33511

ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereof, unless all Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation to do business within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and that I have done same for the purpose of becoming a corporation under the said laws of the State of Florida, and I have hereunder set my hand and seal at Brandon, Hillsborough County, Florida, this 24th day of August, 1995.


Francis Ancrile

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

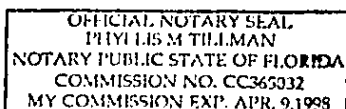
I HEREBY CERTIFY that on this 24th day of August, 1995, before me personally appeared Francis Ancrile who acknowledged before me that he voluntarily executed the above and foregoing Articles of Incorporation for the purposes of becoming incorporated under the Laws of the State of Florida, under the corporate name of DEALERS HOLDING CORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Brandon, Hillsborough County, Florida, this 24th day of August, 1995.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

PHYLLIS M. TILLMAN (SEAL)



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.

That DEALERS HOLDING CORPORATION desiring to organize under Laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1231 W. Brandon Blvd., Brandon, County of Hillsborough, State of Florida, has named Francis Ancrile, located at 1231 West Brandon Blvd., Brandon, Florida, 33511, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at place designated in the 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.


Francis Ancrile