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PERRY & SCHONE, P.A.
ATTORNEYS AT LAW
[illegible]
DELRAY BEACH, FLORIDA [illegible]

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September 13, 1995

VIA FEDERAL EXPRESS

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Florida Department of State
Division of Corporation
403 E. Gaines St.
P.O.Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
9-20-95

Re: Cardinal Automobile Sales, Inc.

To Whom it may concern:

Enclosed herewith please find an original and one photocopy of the Articles of Incorporation of Cardinal Automobile Sales, Inc. Also enclosed you will find or firm's check in the amount of $122.50 which represents: $35.00 filing fee, $52.50 certified copy fee, and $35.00 designation.

If everything is in order, please file the Articles and return a certified copy to this office using the pre-addressed Federal Express Airbill provided herein for your convenience. Thank you for your assistance in this matter.

Very truly yours,

Mireille M. Faris
Legal Assistant

/mmf
enc.

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9-18-95

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ARTICLES OF INCORPORATION
OF
CARDINAL AUTOMOBILE SALES, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be:

CARDINAL AUTOMOBILE SALES, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

(A) To engage in the business of purchasing, acquiring, owning, leasing, selling transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling and generally dealing in all types of supplies used by all types of motor vehicles.

(B) All forms of business, relating to the operation of the franchise including the buying, selling, leasing, improving and dealing in lands and tenements, and the construction of buildings. The corporation may take, acquire and hold stock in any other corporation, as well as to purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in and with real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities.

(C) To build upon or in any other manner improve real estate in which this corporation has any interest whatsoever.

(D) To lend money secured by mortgage or other security or without security, for itself or on a commission basis for others; to borrow money for the purpose of investment or for any of the purposes of this corporation, and to issue bond, debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or personal property of this corporation, or to issue bond, debenture stocks, notes or other obligations without any such security; to accept and execute any and all agencies with respect to investment of money, the sale of real and/or personal property, and the collection and receipts of the proceeds thereof and/or the income therefrom; to buy and sell negotiable paper; to execute deeds, mortgages, lot contracts, bonds for title, releases and such other instruments as may be necessary for the carrying on of the business above designated.

(E) To buy, sell, trade or deal in any kind of goods, wares and merchandise associated with the operation of the franchise.

(F) To organize or cause to be organized under the laws of the State of Florida or of any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any of or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such organization or corporation, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(G) To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such extent and in such manner and upon such terms as its Board of Directors shall determine, provided, however, that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(H) No contract or other transaction entered into by the corporation shall be affected by the fact that any Director of the corporation in any way is interested in or connected with any party to such contract or transaction, or himself is a party to such contract or transaction, provided said contract or transaction shall be approved by a majority of the directors present at the meeting of the Board of Directors or of the Committee authorizing or confirming said contract or transaction.

(I) To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties and buildings, and to have, enjoy and exercise all of the rights, powers and privileges which are now, or which may hereafter be conferred upon corporations organized under the same statutes as this corporation.

(J) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida.

The foregoing clauses shall be construed as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference under the terms of any other clauses or paragraphs of this Article, or of any other Articles of these Articles of Incorporation, but that each of the purposes, objects and powers specified in this Article, and each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

A R T I C L E III

CAPITAL STOCK

The authorized capital stock of the corporation shall be: 7,500 shares at $1.00 par value.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

A R T I C L E IV

INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is: 652 Castilla Lane, Boynton Beach, FL 33435. The name of the initial registered agent of the corporation is Larry Schone.

A R T I C L E V

CORPORATE EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

A R T I C L E VI

PRINCIPAL PLACE OF BUSINESS

The corporation shall have a principal place of business and shall have the privilege of having branch offices within the State of Florida, and within or without the United States of America. Initially, the principal place of business of the corporation shall be 652 Castilla Lane, Boynton Beach, FL 33435.

A R T I C L E VII

BOARD OF DIRECTORS

The business of the corporation shall be managed, and its corporate powers exercised, by a Board of not less than 1 nor more than 5 directors. The exact number shall be established by the By-Laws, provided that the initial Board of Directors shall consist of 1 member. The acts of the majority of the Directors at a meeting where a quorum is present shall be the act of the Board of

Directors. Directors' Meeting may be held within or without the state. The Directors may, by resolution, designate an Executive Committee, and members of the Board of Directors or an Executive Committee, shall be deemed present at a meeting of such Board or Committee if a telephone conference, or similar communication equipment, by means of which all persons participating in the meeting can hear each other is used.

A R T I C L E VIII

OFFICERS

The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer, and such other officers and agents as may be provided for by the By-Laws of this corporation who shall be chosen, serve for such term and have such duties as may be prescribed by such By-Laws. Any of said offices may be combined.

A R T I C L E IX

INITIAL OFFICERS AND DIRECTORS

The names and street addresses of the first Board of Directors and Officers of the corporation who shall hold office for the first year or until their successors are chosen shall be:

FRANK CARL LoFASO — President/Vice President/ Secretary/Treasurer/Director

A R T I C L E X

SUBSCRIBERS

The names and street addresses of each subscribed and the number of shares of stock which each agrees to take, and the consideration thereof, is as follows:

FRANK CARL LoFASO — 1,000 shares
50 S.E. 4th Avenue
Delray Beach, FL 33483

A R T I C L E XI

RESTRICTIONS ON SALE OR TRANSFER OF STOCK

The corporation and/or shareholders of the corporation may enter into any agreement restricting the sale or transfer of shares of stock in this corporation which is authorized under the laws of Florida. The By-Laws of the corporation may contain any restrictions on the sale or transfer of shares of stock in this corporation which are authorized under the laws of Florida.

A R T I C L E XII

INDEMNIFICATION

Each Director and Officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a part by reason of his being or having been made a director or officer of the corporation (said expenses to include attorneys' fees and costs or reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

A R T I C L E XIII

AMENDMENT TO ARTICLES

The corporation reserves the right to amend, alter or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Statutes of the State of Florida, and all rights and powers conferred on directors, officers and stockholders herein are granted subject to this reservation; provided, however, that no amendment, alteration or repeal of these Articles of Incorporation shall be valid unless consented by a majority of the stockholders of the corporation entitled to vote thereon present at any stockholders' meeting concerning the same, if the notice of the proposed action was included in tne notice of the meeting or if such notice is waived in writing by all of the stockholders entitled to vote thereon.

ARTICLE XIV

DATE OF BEGINNING OF CORPORATION

This corporation shall begin existence as of September 20, 1995.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals this 13th day of September, 1995.

FRANK CARL LoFASO

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 13th day of September, 1995, by FRANK CARL LoFASO who is personally known to me or who has produced ______________ (type of identification) as identification and who (did) (did not) take an oath.

OFFICIAL NOTARY SEAL
MIREILLE M. FARIS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC357965
MY COMMISSION EXP. JULY 13, 1996

Signature of Notary Public

Mireille Faris
(Typed or Printed Name of Notary)

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

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

First, that CARDINAL AUTOMOBILE SALES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Delray Beach, County of Palm Beach, State of Florida, has named LARRY SCHONE, located at 50 S.E. Fourth Avenue, Delray Beach, Florida 33483, 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 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: Larry Schone
LARRY SCHONE

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PERRY & SCHONE, P.A.

DELRAY BEACH, FLORIDA

July 22, 1996

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

Re: Amendments to Articles of Cardinal Automobile Sales, Inc.

To whom it may concern:

Please find enclosed Articles of Amendment to Articles of Incorporation of Cardinal Automobile Sales, Inc. Please file same. Also enclosed is our check in the amount of $87.50 to cover the filing fee and copy to be returned to our office via the enclosed Federal Express Airbill. Thank you for your attention to this matter. If you should have any questions, please feel free to give me a call.

Very truly yours,

MIREILLE M. FARIS
Legal Assistant

/mmf
enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
CARDINAL AUTOMOBILE SALES, INC.

Pursuant to the provisions of Florida Statute Section 607.1006, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I entitled "NAME", is hereby amended to read as follows:

The name of this corporation is CARDINAL AUTO SALES, INC.

The effective date of this name change is July 22, 1996.

Dated this 22 day of July, 1996.

CARDINAL AUTOMOBILE SALES, INC.

By: FRANK CARL LoFASO, President

CERTIFICATE OF APPROVAL

FRANK CARL LoFASO, as president, Vice-president, Secretary/Treasurer, respectively, of CARDINAL AUTOMOBILE, INC., hereby certify that the above and foregoing Articles of Amendment changing the name of CARDINAL AUTOMOBILE SALES, INC. to CARDINAL AUTO SALES, INC., to be effective July 22, 1996, was unanimously approved and adopted by the Board of Directors of CARDINAL AUTOMOBILE SALES, INC., at a special meeting of the Board of Directors, held on the July 22, 1996, at which meeting all of the directors of said corporation were present and that the said Articles of Amendment were further unanimously approved at a special meeting of the shareholders of said corporation held on July 22, 1996, at which meeting all of the shareholders of said corporation were present. The number of votes cast for the amendment was sufficient for approval by all voting group.

Dated this 22nd day of July, 1996.

FRANK CARL LoFASO, President

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared FRANK CARL LoFASO, who, known to me to be the President, Vice President and Secretary/Treasurer, of CARDINAL AUTOMOBILE SALES, INC., being first duly sworn, say that they executed the above and foregoing instrument for the purposes therein stated and that the allegations therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of July, 1996.

Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
MIREILLE FARIS
My Comm Exp. 7/13/00
Bonded By Service Ins
No. CC558098