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NIXON, TOUNG & WERTER
ATTORNEYS AT LAW
619 NORTH GRANDVIEW AVENUE
DAYTONA BEACH, FLORIDA 32118

LAWRENCE J. NIXON*
BRIAN R. TOUNG**
JAMES S. WERTER

*BOARD CERTIFIED CRIMINAL TRIAL LAWYER
1989-1994

**BOARD CERTIFIED CIVIL TRIAL LAWYER
BY THE FLORIDA BAR AND THE
NATIONAL BOARD OF TRIAL ADVOCACY.

TELEPHONE
(904) 258-0288

FACSIMILE
(904) 258-9984

January 8, 1996

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

200001688512
-01/12/96--01077--009
****122.50 ****122.50

RE: Filing of Articles of Incorporation
"Mad Mike's Used Cars, Incorporated"

Dear Sir:

Please find enclosed the articles of incorporation for "Mad Mike's Used Cars, Inc." to be filed with the State of Florida. The fee of \$122.50 is also submitted with this document to cover the cost of filing and a certified true copy to be returned to me.

Thank you for your cooperation in this matter. Please feel free to contact me should you need further information.

Sincerely,

James S. Wenter

CC: File

JSW/ab

Enc.

JAN 17 1996

TALLAHASSEE, FLORIDA

JAN 12 AM 9:51

FILED

ARTICLES OF INCORPORATION

MAD MIKE'S USED CARS, INC.

FILED
SEP 12 AM 8:51
MALLANASSEE, FLORIDA

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, does hereby certify:

I. CORPORATE NAME: The name of the corporation is:

MAD MIKE'S USED CARS, INC.

II. PURPOSE: The purpose of this corporation shall be to participate in all such activities as may be allowed by law.

III. DURATION: The duration of this corporation is perpetual.

IV. CAPITOL STOCK: The corporation is authorized to issue one hundred (100) shares of capitol stock, all of one class, at \$1.00 par value.

V. BOARD OF DIRECTORS: The corporation shall have an initial board of directors consisting of one individual. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial Director is:

MICHAEL PARNES
8 Appaloosa Trail
Ormond Beach, Florida
32174

VI. OFFICERS: The names and addresses of the original officers of the corporation are as follows:

President: Michael Parnes
8 Appaloosa Trail
Ormond Beach, FL 32174

Vice President: Michael Parnes
8 Appaloosa Trail
Ormond Beach, FL 32174

Secretary: Michael Parnes
8 Appaloosa Trail
Ormond Beach, FL 32174

Treasurer: Michael Parnes
8 Appaloosa Trail
Ormond Beach, FL 32174

VII. PRINCIPAL OFFICE: The address and mailing address of the principal office for the corporation is as follows:

Mad Mike's Used Cars, Inc.
8 Appaloosa Trail
Ormond Beach, FL 32174

VIII. REGISTERED AGENT AND OFFICE: The name and address of the initial registered agent and office is as follows:

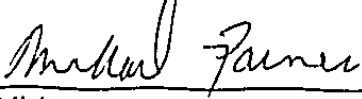
Michael Parnes, Agent
8 Appaloosa Trail
Ormond Beach, FL 32174

IX. INFORMAL SHAREHOLDER ACTION: Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to a vote upon such action at a meeting and filed with the Secretary of the corporation as a part of corporation records.

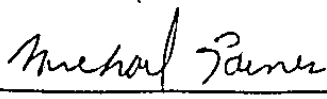
X. INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII. ACCEPTANCE BY REGISTERED AGENT: BY EXECUTION OF THESE ARTICLES OF INCORPORATION, THE REGISTERED AGENT NAMES HEREIN DOES HEREBY STATE THAT HE UNDERSTANDS THE RESPONSIBILITIES AND DUTIES INHERENT TO HAVING BEEN NAMED REGISTERED AGENT AND CONSENTS TO SAME.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 11 day of January, 1996.



Michael Parnes
Incorporator



Michael Parnes
Registered Agent

STATE OF new Jersey
COUNTY OF Essex

BEFORE ME, the undersigned authority, personally appeared, Michael Parnes, _____
who is personally known to me or _____ who has produced DRIVERS LICENSE
as identification and is the person described in and who executed the foregoing Articles of
Incorporation and Registered Agent, and acknowledges to me that he executed same for the
uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in said County and
State, this 11 day of January, 1996.

Ralph A. Fabricatore Jr.

RALPH A. FABRICATORE JR.,
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires April 7, 1996

Notary Public
State of new Jersey

Typewritten or printed name of Notary _____

NOTARY PUBLIC, NEW JERSEY

NOTARY PUBLIC, NEW JERSEY