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THE LAW OFFICE OF
KEVIN F. JURSKINSKI, P.A.

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Kevin F. Jursinski
Florida Board Certified Real Estate Attorney
Business, Entertainment and Sports Law

Ralph T. Mobley, Attorney/CPA, of counsel
Taxes and Estate Planning

EFFECTIVE DATE
1/12/96

January 12, 1996

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

Re: Flory Auto Wholesale, Inc.

700001694607
-01/22/96--01049--014
****122.50 ****122.50

Gentlemen:

Enclosed please find Articles of Incorporation and Certificate Designating Registered Agent which we are respectfully requesting be filed for the above-referenced corporation. We are also enclosing our check in the amount of \$122.50 as payment for the filing fees and return of a certified copy of the Articles of Incorporation to the undersigned.

Should you have any questions, please do not hesitate to contact my office. Thank you for your assistance in regard to this matter.

Respectfully,


KEVIN F. JURSKINSKI

KFJ:tr

Client, Mr/Secretary, Flo

cc: Robert Flory

Tracy GAVE
AUTHORIZATION BY PHONE TO
CORRECT effective date
DATE 1/25/96
DOC. EXAM. SAB

FILED
JAN 22 1996
JAN 22 1996

SAB
1/25/96

EFFECTIVE DATE
1/12/96

**ARTICLES OF INCORPORATION
OF
FLORY AUTO WHOLESALE, INC.**

FILED
96 JAN 22 AM 10:20
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA

ARTICLE ONE

The name of this corporation is Flory Auto Wholesale, Inc. and the mailing address of the corporation shall be 3332 Palm Beach Boulevard, Fort Myers, Florida 33916.

ARTICLE TWO

The date of the commencement of corporate existence of the corporation shall be January 12, 1996

ARTICLE THREE

The duration of the corporation is perpetual.

ARTICLE FOUR

The general purposes for which the corporation is organized are:

1. To engage in the business of selling used cars.
2. To transact any other lawful business for which corporation may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00).

ARTICLE SIX

The street address of the initial registered office of the corporation is 2222 Second Street, Fort Myers, Florida 33901, and the name of the initial registered agent is Kevin P. Jursinski.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors of the Corporation is ONE (1). The name and address of the persons who are to serve as directors of the initial Board of Directors of the Corporation until the first election or until their duly elected successor is qualified and installed is:

Karen C. Flory
3332 Palm Beach Blvd.
Fort Myers, FL 33916

ARTICLE EIGHT

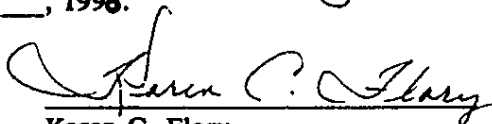
The name and address of each incorporator is:

Karen C. Flory
3332 Palm Beach Blvd.
Fort Myers, FL 33916

ARTICLE NINE

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


EXECUTED by the undersigned in Ft. Myers, this 11th
day of January, 1996.


Karen C. Flory

STATE OF FLORIDA

COUNTY OF LEE

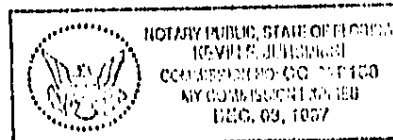
The foregoing instrument was acknowledged before me this 11th day of January, 1996 by Karen C. Flory, who is personally known to me ~~or who has produced~~ as identification and who did (did-not) take an oath.



NOTARY PUBLIC
Kevin F. Jursinski
(Notary Public Typed/Printed Name)

My Commission Expires:

(SEAL)



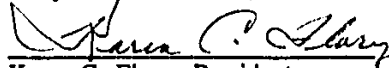
My Commission Number:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - that Flory Auto Wholesale, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Fort Myers, State of Florida, has named Kevin F. Jursinski of Fort Myers, Florida, as its agent to accept service of process within Florida.

Flory Auto Wholesale, INC.


Karen C. Flory, President

Dated: 1-11-96

FILED
65 JUN 22 10 26

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

January 11, 1996
Date


Kevin F. Jursinski