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FEBRUARY 15, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

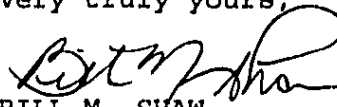
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reference: Frank's Auto Sales, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 70.00, this check represents the cost of the filing fees.

Very truly yours,


BILL M. SHAW

MAILING ADDRESS OF CORPORATION

Frank's Auto Sales, INC.

P.O. BOX 152779

Tampa, Florida 33684-2779

Phone (813) 287-5074

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ARTICLES OF INCORPORATION

of

FRANK'S AUTO SALES, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FRANK'S AUTO SALES, INC.

MAILING ADDRESS: P.O. BOX 152779 TAMPA, FL. 33684-2779

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1,000) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	BILL M. SHAW		
ADDRESS	550 N. REO STREET, STE 300		
CITY	TAMPA	FLORIDA	ZIP 33609-1065

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	MILTON F. PAUL, III		
ADDRESS	1053 WESTWOOD DRIVE		
CITY	TAMPA	STATE FLORIDA	ZIP 33549
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

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TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	BILL M. SHAW/ BUSINESS MANAGEMENT ACCOUNTING SERVICES, INC.		
ADDRESS	550 N. RED STREET, STE 300		
CITY	TAMPA	STATE	FLORIDA ZIP 33609-1065
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15th day of FEBRUARY, 1996.

Bill M. Shaw (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

BILL M. SHAW

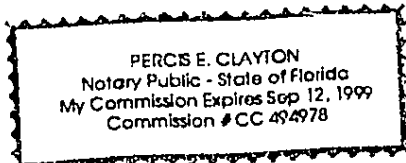
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 16th day of February, 1996.

(Notary Seal)

Percis E. Clayton
 (Notary Public, State of Florida at Large)

My Commission expires: Sept. 12, 1999



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bill M. Shaw
(registered agent)