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February 9, 1996

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

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-02/20/96--01095--012
***122.50 ***122.50

RE: PALM BAY FORD, INC.

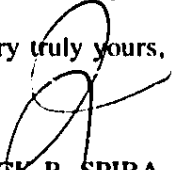
Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for PALM BAY FORD, INC. Also enclosed is our check in the amount of \$122.50 representing the filing fee.

Upon filing of the Articles, please return the copy of the Articles of Incorporation, together with your Certificate of Incorporation to our office.

In the event you have any questions, please advise.

Very truly yours,


JACK B. SPIRA

Enclosure

JBS/lmw

*called Jack Spira
change effective on Feb. 13, 96*

SN FEB 22 1996

RECEIVED
TALLAHASSEE, FLORIDA
STATE

FEB 19 AM 9:31

ARTICLES OF INCORPORATION

EFFECTIVE DATE
Feb. 13, 1996

OF

PALM BAY FORD, INC.

FILED
15 FEB 19 AM 9:31
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, subscribers to these Articles of Incorporation, natural persons, competent to contract, join together to form a corporation under the laws of the State of Florida; and further agree to the following conditions of said corporation.

ARTICLE I - NAME

The name of this corporation is: **PALM BAY FORD, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the **13th** of **February, 1996**.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue 1,000,000 shares of common stock, having a par value of \$1.00 per share.

No shareholder shall divest himself of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of said offer to reject or purchase the shares offered for sale.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 744 Blanding Blvd., Jacksonville, Florida 32238-7428.

The name and address of the initial registered agent of this corporation is: GREGORY W. KELLY, 744 Blanding Blvd., Jacksonville, Florida 32238-7428.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Edward J. Kelly, Jr.	2828 Hurlingham Drive Palm Beach Polo Club West Palm Beach, Florida 33414
Robert P. Kelly II	680 Ocean Road Vero Beach, Florida 32963
Gregory W. Kelly	c/o KELLY MANAGEMENT 7447 Blanding Blvd. P.O. Box 7428 Jacksonville, Florida 32238-7428

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Gregory W. Kelly	c/o KELLY MANAGEMENT 7447 Blanding Blvd. P.O. Box 7428 Jacksonville, Florida 32238-7428

ARTICLE IX

The officers of the corporation shall be a President, two (2) Vice Presidents, Secretary and Treasurer, and such other officers as may be provided for by the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	-	Robert P. Kelly II
Vice President	-	Edward J. Kelly, Jr. Gregory W. Kelly
Treasurer	-	Gregory W. Kelly
Secretary	-	Gregory W. Kelly

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

ARTICLE X - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XI - MANAGEMENT OF THE CORPORATION BY THE SHAREHOLDERS

All management powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed the Articles of Incorporation, this 5th day of February, 1996.

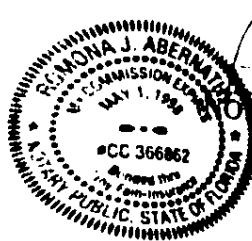

GREGORY W. KELLY

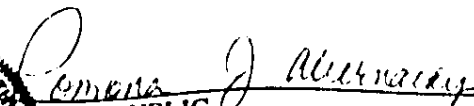
STATE OF FLORIDA

COUNTY OF _____

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforementioned State and County to take acknowledgments and administer oaths, personally appeared, GREGORY W. KELLY, who is personally known to me to me known to be the persons described in and executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 5th day of February, 1996.





RAMONA J. ABERNATHY
NOTARY PUBLIC

My commission expires:
My commission number:

DESIGNATION OF REGISTERED AGENT

I HEREBY ACCEPT the designation as Registered Agent of this corporation.


GREGORY W. KELLY

STATE OF FLORIDA
COUNTY OF _____

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the
aforementioned State and County to take acknowledgments and administer oaths, personally
appeared, Shirley M. Kelly, who is personally known to me to me known
to be the persons described in and executed the foregoing Articles of Incorporation and he
acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 5th day
of February, 1996.

Romona J. Abernathy
NOTARY PUBLIC

My commission expires:
My commission number:



FILED
MAR 19 11 09:31
TALLAHASSEE, FLORIDA