

EFFECTIVE DATE
MAR - 6 1996

ARTICLES OF INCORPORATION
OF
AutoDepot-A Coggln Company

FILED
95 MAR -7 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

Section 1.1 Name. The name of the corporation is AutoDepot-A Coggln Company.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 7400 Baymeadows Way, Suite 200, Jacksonville, Florida 32256.

or

Section 1.3 Mailing Address. The mailing address of the corporation is P.O. Box 16469, Jacksonville, Florida 32245-6469.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is as stated in Article I hereof, and the name of the initial registered agent of this corporation at that address is Luther Coggin.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have four (4) director(s) initially. the number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one nor more than fifteen.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Luther Coggin	Same as this Company
Charlie (C.B). Tomm	Same as this Company
Nancy D. Noble	Same as this Company

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

Charlie (C.B.) Tomm

ADDRESS

Same as this Company

ARTICLE IX

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.


ARTICLE XI

POWERS RESERVED TO SHAREHOLDERS

Section 11.1 The following corporate acts shall require approval of a majority of the shareholders:

- a) Increase or decrease in the number of authorized shares of stock of the corporation.
- b) Creation of additional classes of shares and addition to or limitation of rights and duties of shareholders in respect to outstanding shares of the corporation.
- c) Sale by the corporation of shares of its stock held in the treasury.
- d) Sale by the corporation of shares of its stock which are authorized but unissued.
- e) Pledge, mortgage or other encumbrance or sale or other disposition of all or a substantial part of the assets of the corporation.
- f) Declaration of dividends and all other distribution to shareholders.
- g) Amendment or Restatement of these Articles of Incorporation.
- h) Acquire or dispose of shares of any other corporation.
- i) Merger with any other corporation including any subsidiary of this corporation.
- j) All other actions not in the ordinary course of the business of this corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 6th day of March, 1976.



Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.

Luther Coggin

Date:

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

AutoDepot-A Coggin Company wishing to organize as a corporation under the laws of the State
of Florida with its principal office, as indicated in the Articles of Incorporation at City of
Jacksonville, County of Duval, State of Florida, has named Luther Coggin, 7400 Baymeadows
Way, Suite 200, Jacksonville, Florida, 32256, as its agent to accept service of process within
this State.

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: Luther Coggin
Luther Coggin

(Registered Agent)

FILED
96 MAR -7 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




 November 18, 1996
P96000021306

- COGGIN MANAGEMENT COMPANY
Jacksonville, FL
- COGGIN AUTOMOTIVE CORP.
Jacksonville, FL
- COGGIN PONTIAC GMC TRUCK
Jacksonville, FL
- COGGIN NISSAN
Jacksonville, FL
- COGGIN HONDA
Jacksonville, FL
- COGGIN ACURA
Jacksonville, FL
- SATURN OF REGENCY
Jacksonville, FL
- SATURN OF ORANGE PARK
Jacksonville, FL
- SATURN OF THE AVENUES
Jacksonville, FL
- COGGIN KIA
Jacksonville, FL
- COGGIN MERCEDES-BENZ
HONDA/BMW
Fl. Pierce, FL
- COGGIN-ANDREWS HONDA
Orlando, FL
- BAYWAY FINANCIAL SERVICES
Jacksonville, FL
- HOLIDAY INN-BAYMEADOWS
Jacksonville, FL
- T.G.I. FRIDAYS
Jacksonville, FL

Mr. Buck Kohr
 Florida Department of State
 Division of Corporations
 P. O. Box 6327
 Tallahassee, Florida 32314

TELEPHONE 904-488-1111
 1-800-352-0116
 FAX 904-488-1111

RE: CORPORATION ADDRESS CHANGES

Dear Mr. Kohr:

Enclosed is our check for \$805.00 to cover the \$35.00 charge for each of the twenty-three (23) Form CR2E045(1/95) which are enclosed.

We trust this is acceptable rather than submitting a separate check for each request.

If anything further is required in order to change our records, please give me a call.

Many thanks for your help.

Sincerely,

Wilma S. Gallagher
 Wilma S. Gallagher
 Vice President &
 Chief Administrative Officer

Enclosures

96 NOV 21 PM 3:50
 FILED
 TALLAHASSEE FL
 DIVISION OF STATE

RECEIVED
 96 NOV 21 AM 10:29
 DIVISION OF CORPORATIONS

12/3
 R.O.
 change

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

1. The name of the corporation is: Auto Depot - A CIGNA Company

2. The mailing address of the corporation is : P. O. BOX 16469, JACKSONVILLE, FLORIDA 32245

3. Date of incorporation/qualification: 3-6-96 Document number: P96 000021306

4. The name and address of the current registered agent and office:

Luther Caggid

7400 baymeadow way, suite 200

JACKSONVILLE, FLORIDA 32256

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Same - did not change

4306 PABLO OAKS COURT

JACKSONVILLE, FLORIDA 32224

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Wilma S. Gallagher
(Signature of an officer, chairman or vice chairman of the board)

11-14-86
(Date)

WILMA S. GALLAGHER, SECRETARY

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

11-14-96

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)