

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-237-9171
904-237-0118

800-342-8086



79600021320

REFERENCE # 872936 992200

AUTHORIZATION #

Patricia Pyjot

COST EFFECT # 412250

ORDER DATE # March 7, 1996

ORDER TIME # 9:36 AM

ORDER NO. # 872936

400001735824

CUSTOMER NO. 992200

CUSTOMER: PSC Media Gateway
COTTAGE STREET TRUSTEE
CORPORATION
Suite 200
2400 Baymeadows Way
Jacksonville, FL 32216

EFFECTIVE DATE
MAR - 6 1996

DOMESTIC FILING

NAME: CardDepot-A Coggin Company

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS:

FILED
96 MAR - 7 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAR - 7 PM 12:17
VENUE OF CORPORATION

T. BROWN MAR - 8 1996

EFFECTIVE DATE
MAR - 6 1996

ARTICLES OF INCORPORATION

OF

CarDepot-A Coggin Company

FILED
96 MAR -7 AM 10:58
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 CarDepot-A Coggin 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 Coggins

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:

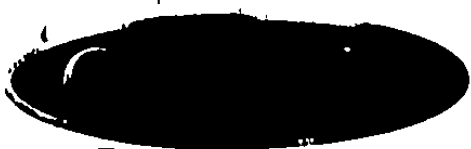
CarDepot-A Coggin Company, wishing to organize as a corporation under the laws of the State
of Florida with its principal office, as indicated in the Articles of Incorporation at City of
Jacksonville, County of Duval, State of Florida, has named Luther Coggin, 7400 Baymeadows
Way, Suite 200, Jacksonville, 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 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PAID OFFICE (1/10/96) November 17, 1996
P96000021320

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
 Ft. 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

20000120180912--7
 -12/00/96-01116--001
 *****05.00 *****05.00

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

RECEIVED
 96 NOV 21 AM 10:29
 DIVISION OF CORPORATIONS

FILED
 96 NOV 21 PM 3:37
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

1213
John R.O. Change

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

1. The name of the corporation is: Car Depot - A Corp'd Company

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

3. Date of incorporation/qualification: 3-7-96 Document number: P96000021320

Luther CAGGIN

7400 bayview ave, suite 200

JACKSONVILLE, FLORIDA 32256

Same - did Not Change

4306 PABLO OAKS COURT

JACKSONVILLE, FLORIDA 32224

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

Wilma J. Bell 11-14-96
(Signature of an officer, chairman or vice chairman of the board) (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)

<u>(Typed or Printed Name)</u>	<u>(Capacity)</u>
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