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March 1, 1996

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

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-03/08/96--01054--019
****122.50 ****122.50

Re: Barnett Auto Brokerage, Inc.
a Florida corporation

Gentlemen:

Enclosed herewith please find the original and two copies of the Articles of Incorporation and Designation of Resident Agent for the above referred to company, together with my check in the amount of \$122.50 for filing fees, certified copy and Registered Agent Designation.

Please send the certified copy directly back to me. Thank you for your assistance.

Very sincerely yours,

J. Victor Africano
J. Victor Africano

JVA/gfr
Enc.

SIN MAR 12 1996

RECEIVED
MAR -8 AM 9:33
TALLAHASSEE, FLORIDA

FILED
FEB 28 AM 9:33
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
BARNETT AUTO BROKERAGE, INC.
a Florida corporation

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida pursuant to the provisions of the applicable Florida Statutes:

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be BARNETT AUTO BROKERAGE, INC., a Florida corporation.

ARTICLE II - NATURE OF CORPORATE BUSINESS

This corporation, through its officers and employees, shall be authorized to buy, sell, own, lease, rent, market, transfer, convey or finance motor vehicles, and to buy, sell, lease, own, rent, market, mortgage, transfer, quit-claim, and convey real and personal property; and participate in all other activities, either retail or wholesale business, selling either goods or services, the same as a natural person might so do, which may be necessary to the operation of such business.

ARTICLE III - CAPITAL STOCK

This corporation shall be authorized to have a maximum of 100 shares of stock outstanding at one time. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than One Hundred Dollars (\$100.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE VI - POST OFFICE ADDRESS/PRINCIPAL OFFICE

The Post Office address of this corporation and its principal office in the State of Florida shall be:

- a) Post Office Address: P. O. Drawer 400, Live Oak, Florida 32060
- b) Principal Office location 600 N. Houston Avenue, Live Oak, Florida 32060

The principal office of this corporation shall be in Suwannee County, Florida. The Board of Directors may vote, from time to time, to move the Post Office address and principal address to any other address in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have no less than one (1), nor more than three (3) directors. The number of directors may be altered from time to time by By-Laws adopted by shareholders.

ARTICLE VIII - INITIAL DIRECTORS

The names and Post Office addresses of the first Board of Directors are:

- President: Herman H. Barnett
P. O. Drawer 400
Live Oak, Florida 32060
- Secretary/Treasurer: Sylvia L. Barnett
P. O. Drawer 400
Live Oak, Florida 32060

The members of the first Board of Directors shall hold office until the first Annual Meeting of the stockholders of this corporation.

ARTICLE IX - SUBSCRIBERS

The names and Post Office addresses of the subscribers to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration to be paid therefor are as follows:

HERMAN H. BARNETT and SYLVIA L. BARNETT, his wife
as Tenants by the Entirety
100 Shares for Consideration of \$100.00
P. O. Drawer 460
Live Oak, Florida 32060

ARTICLE X - REGISTERED OFFICE & REGISTERED AGENT

The Registered Office and Resident Agent of the corporation shall be:

J. Victor Africano
Attorney at Law
P. O. Box 1450
100 White Avenue, Suite B
Live Oak, Florida 32060

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided in the Florida Statutes, or any successor provision in said Statutes. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereon. However, in lieu of the above-described procedure, an amendment may be made by a written instrument signed by all of the Directors and Stockholders of this Corporation.

IN WITNESS WHEREOF, the Incorporators and Subscribers to these Articles of Incorporation

have subscribed these presents this 4th day of March, 1998.


SYLVIA L. BARNETT, Subscriber

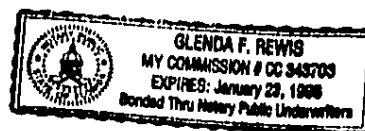

HERMAN H. BARNETT, Subscriber

STATE OF FLORIDA
COUNTY OF SUWANNEE

Personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, **Herman H. Barnett and his wife, Sylvia L. Barnett**, who after first being duly sworn, executed the foregoing Articles of Incorporation in my presence, and depose and said that he executed and subscribed the foregoing Articles of Incorporation for the purpose stated therein, and that the contents thereof are true and correct to the best of their knowledge and belief and they are personally known to undersigned authority.

SWORN TO AND SUBSCRIBED before me on this 4th day of March, 1998.


NOTARY PUBLIC



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

In pursuance of Chapter 48.001, Florida Statutes, the following is submitted in compliance with said Act:

First, that **BARNETT AUTO BROKERAGE, INC.**, a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 609 N. Houston Avenue, Suwannee County, Live Oak, Florida 32060, has named **J. VICTOR AFRICANO**, Attorney at Law, located at 100 White Avenue, Suite B, Live Oak, Florida 32060, County of Suwannee, State of Florida, as its Resident Agent to accept service of process within this State.

BARNETT AUTO BROKERAGE, INC.,
a Florida corporation

By 
HERMAN H. BARNETT, President

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, of the 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.


J. VICTOR AFRICANO, Resident Agent