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PROFESSIONAL
FINANCIAL SERVICES

96 MAR 28 PM 9 49

SEAL
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 07/1000000012

REFERENCE : 893478 8960A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Piggott

ORDER DATE : March 25, 1996

ORDER TIME : 12:06 PM

ORDER NO. : 893478

CUSTOMER NO: 8960A

FINANCIAL FEDERAL BLDG.

CUSTOMER: Debbie Miller, Legal Assistant
EDWARD E. LEVINSON, P.A.

Financial Federal Bldg., ph-c
407 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: SUNCOAST AUTO EMPORIUM, INC.

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: _____

RECEIVED
96 MAR 28 PM 1:22
DIVISION OF CORPORATION

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96 MAR 20 AM 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUNCOAST AUTO EMPORIUM, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SUNCOAST AUTO EMPORIUM, INC.

The address of the principal office of this corporation shall be 2467 Pembroke Road, Suite B, Hollywood, Florida 33020, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 407 Lincoln Road, PH-SE, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation at that address is Edward E. Levinson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Edwin F. Gonzalez Dir.	2467 Pembroke Road, Suite B Hollywood, Florida 33020
Mark Festa Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Edwin F. Gonzalez Pres.	2467 Pembroke Road, Suite B Hollywood, Florida 33020
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Mark Festa Sec.	Same
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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 28, 1996.

CORPORATION SERVICE COMPANY

By:

Laura R. Dunlap
Its Agent, Laura R. Dunlap

JAN 28 1996

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: SUNCOAST AUTO EMPORIUM, INC.

2. The name and address of the registered agent and office is:

EDWARD E. LEVINSON

(Name)

407 LINCOLN ROAD, PH-SE

(P.O. Box NOT acceptable)

MIAMI BEACH, FLORIDA 33139

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE *Edward E. Levinson*

DATE MARCH 28, 1996

REGISTERED AGENT FILING FEE: \$35.00

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