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Johanne Valois, P.A.

Attorney and Counsel at Law

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March 25, 1996

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

SEARCHED 1761165
-03/28/96--01062--011
****122.50 ****122.50

Re: Incorporation of FTC Auto Sales, Inc.

To whom it may concern:

Enclosed is the original and one copy of the Articles of Incorporation for FTC Auto Sales, Inc. along with a check for \$122.50 representing the total fees required.

Please file at your earliest convenience and return the certified copy to this office. Thank you for your attention to this request.

Very Truly yours,

JOHANNE VALOIS, P.A.

Johanne Valois, Esquire

Enclosures

cc; client

F. CHESSEY APR 3 1996

FILED
65 MAR 28 PM 6:32
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

FTC AUTO SALES, INC.

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation shall be FTC AUTO SALES, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITOL STOCK

The total number of shares of stock which the corporation shall have to issue is 5,000 shares, which shall be divided into 5,000 shares of common stock with par value of \$.10 per share.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall have perpetual existence, unless dissolved in a manner provided by law.

ARTICLE V

INITIAL REGISTERED OFFICE AND PRINCIPAL OFFICE OF CORPORATION

The address of the initial registered office of this corporation is 5200 Central Avenue, St. Petersburg, Florida, and the name of the initial registered agent of this corporation at that address is Johanne Valois. The principal office address of the corporation shall be P.O. Box 8623, Madeira Beach, Florida 33738.

ARTICLE VI

DIRECTORS

The name and post office of the original director, subject to the provisions of the certificate of incorporation, bylaws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified, is as follows:

Peter J. Tremblay
P.O. Box 8623
Madeira Beach, Florida 33738

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than One nor more than Seven.

ARTICLE VII

ORIGINAL SUBSCRIBERS AND INCORPORATORS

The name and address of the original subscribers and incorporators are:

Peter J. Tremblay
P.O. Box 8623
Madeira Beach, Florida 33738

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TALLAHASSEE, FLORIDA

ARTICLE VII

REGISTERED AGENT

In pursuance of Section 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That FTC AUTO SALES, INC., desiring to organize under the Laws of the State of Florida, with its registered office as indicated in these Articles of Incorporation, in the City of Madeira Beach, County of Pinellas, State of Florida, has named Johanne Valois, Esquire, 5200 Central Avenue, St. Petersburg, Florida 33707, as its registered agent to accept service of process within this state.

ARTICLE IX

MISCELLANEOUS

A. The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of shares of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

B. The power to make or change the bylaws of and for the corporation shall be vested solely in the holders of the common stock and it shall take action by holders of all of the stock issued and outstanding to change them.

C. This corporation shall begin corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal this 25 day of MARCH, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Signed, sealed and delivered
in the presence of:

[Signature]
Witness
Dina A. Wallace
Witness

[Signature]
Peter J. Tremblay

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 25th day of MARCH, 1996, by PETER J. TREMBLAY, who is personally known to me or who has produced N/A as identification and who did take an oath and depose and say that they executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 25 day of MARCH, 1996.

[Signature]
Notary Public

JOHANNE VALOIS
Notary Name Typed/Printed

My Commission Expires:



JOHANNE VALOIS
My Commission CC436127
Expires Jan 31, 1999
Bonded by HAI
800-422-1556

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, I heroby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


Johanne Yalois, Esquire
Registered Agent

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