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TALLAHASSEE, FL 32301

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P96000032054

CSC networks
PRESENCE, HALL,
LEGAL & FINANCIAL SERVICES

EFFECTIVE DATE
4-4-96

ACCOUNT NO. : 072100000032

REFERENCE : 916638 4323852

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 12, 1996

ORDER TIME : 10:20 AM

ORDER NO. : 916638

CUSTOMER NO: 4323852

CUSTOMER: Mary Fendle, Legal Assistant
DEAN, MEAD, EGERTON,
BLOODWORTH, CAPOUANO & BOZARTH
800 North Magnolia Avenue
Suite 1500
Orlando, FL 32803

000001778420
-04/12/96--01047--005
****122.50 ****122.50

DOMESTIC FILING

NAME: NATIONAL FLEET SALES OF
FLORIDA, 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: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
96 APR 12 AM 10:39
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
96 APR 12 AM 11:09

4/12/96
JD

ARTICLES OF INCORPORATION
OF
NATIONAL FLEET SALES OF FLORIDA, INC.

FILED
96 APR 12 AM 10:39
TALLAHASSEE, FLORIDA
EFFECTIVE DATE 4-7-97

The undersigned, acting as incorporators of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby form a corporation for profit under the laws of the State of Florida and adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be National Fleet Sales of Florida, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 304 Sweetwater Boulevard North, Longwood, Florida 32779, which shall also be the mailing address of the Corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of Ten Cents (\$.10) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 304 Sweetwater Boulevard North, Longwood, Florida 32779. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of

this Corporation at that address is Joyce E. Coutts. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATORS

The names and addresses of the incorporators of this Corporation are:

<u>Name</u>	<u>Address</u>
Joyce E. Coutts	304 Sweetwater Boulevard North Longwood, Florida 32779
Ronald E. Coutts	304 Sweetwater Boulevard North Longwood, Florida 32779

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be two (2).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Joyce E. Coutts	304 Sweetwater Boulevard North Longwood, Florida 32779
Ronald E. Coutts	304 Sweetwater Boulevard North Longwood, Florida 32779

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful

business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at Longwood, Florida, this 9th day of April, 1996.

Joyce E. Coutts
Joyce E. Coutts

Ronald E. Coutts
Ronald E. Coutts

66 K
F
11-10-39
TALLAHASSEE, FLORIDA

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Joyce E. Coutts
Joyce E. Coutts

Date: April 9th, 1996