

LAW OFFICES  
**BARRETT, CHAPMAN & RUTA**  
PROFESSIONAL ASSOCIATION

**P96000038710**

RICHARD LEE BARRETT  
VICTOR L. CHAPMAN\*  
R. STEVEN RUTA  
ANTONETTE DIPALMA FLORESTA  
\*ALSO ADMITTED IN GEORGIA

840 HIGHLAND AVENUE  
ORLANDO, FLORIDA 32803  
POST OFFICE BOX 833983  
ORLANDO, FLORIDA 32883-3983  
TELEPHONE (407) 839-8887  
TELECOPIER (407) 840-1100

April 24, 1996

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

900001799879  
-04, 09/96--01122--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Nationwide Auto Brokers, Inc.

Dear Sir/Madam:

EFFECTIVE DATE  
4-22-96

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check for the sum of \$122.50 is enclosed to cover the filing fee and the expense of a certified copy.

Please file the original copy and return the certified copy to the undersigned.

Thank you for your assistance in this matter. If you have any questions do not hesitate to contact me.

Very truly yours

  
VICTOR L. CHAPMAN

VLC/mmm  
Enclosures

Victor Chapman GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Cooperation Title  
DATE 5/6/96  
DOR FROM M. Bataman

FILED  
95 APR 29 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MSB  
5/6/96

FILED  
96 APR 29 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
NationWide **AUTO BROKERS, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

EXPIRES 4-22-96  
**ARTICLE I**  
**NAME**

The name of this corporation is NationWide Auto Brokers, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of the corporation is 403 Capital Court, Ocoee FL 34761.

**ARTICLE III**  
**SHARES**

The number of shares the corporation is authorized to issue is 1,000 shares par value of \$1.00 per share.

**ARTICLE IV**  
**PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasurer of this corporation, in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, in inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The name and street of the initial Registered Agent and office of this corporation is Dorothy D. Wynn, 8208 Saragoza Court, Orlando, Florida 32836

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

Andre T. Hunter  
Dorothy D. Wynn

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator is Dorothy D. Wynn, 8208 Saragoza Court, Orlando, Florida 32836.

**ARTICLE VIII  
PURPOSE**

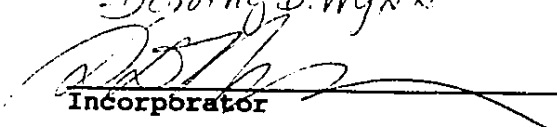
The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IX  
EFFECTIVE DATE**

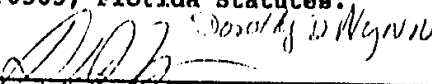
Pursuant to Fla. Stat. §607.0203, the effective date of the corporate existence is five (5) days prior to the filing of these Articles of Incorporation with the State of Florida.

IN WITNESS WHEREOF, by the undersigned Incorporator has executed these Articles of Incorporation this 18 day of April, 1996.

*Dorothy D. Wynn*

  
Incorporator

Having been named as Registered Agent for the above-stated corporation, 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 and I accept the duties and obligations of §607.0505, Florida Statutes.

  
Registered Agent

FILED  
96 APR 29 PM 12: 12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA