

LAW OFFICES
BARRETT, CHAPMAN & RUTA
PROFESSIONAL ASSOCIATION

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RICHARD LEE BARRETT
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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/mm
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**

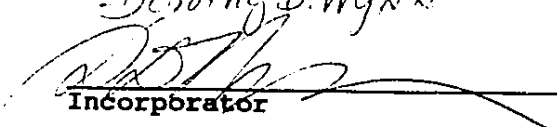
The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IX
EFFECTIVE DATE**

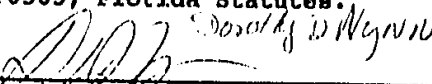
Pursuant to Fla. Stat. §607.0203, the effective date of the corporate existence is five (5) days prior to the filing of these Articles of Incorporation with the State of Florida.

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