

P96000039974

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-142-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Handwritten: 345/9/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN Will Pick Up 5/9 12:00

RE: _____

1/2 C. / H. / S. / L. / P. / B. / U. / N. / S. / H. / A.

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U S.
- Florida Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kill
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service
- Shipping/Handling
- Phone ()
- Top Priority
- Express Mail Prop.
- FAX () pgs.

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

RECEIVED
 96 MAY -9 AM 10:36
 DIVISION OF CORPORATION

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
FAIRWAY AUTO GROUP, INC.

711 113
MAY -2 PM 12:56

The undersigned, for the purpose of forming a corporation, hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the Corporation is Fairway Auto Group, Inc.,
P.O. Box 22023, Tampa, FL 33622-2023.

ARTICLE TWO
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation will transact any and all lawful business to include, but not restricted to, used automobile sales.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,000 all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued shares.

ARTICLE SIX
INITIAL REGISTERED OFFICE and AGENT

The street address of the initial registered office of the Corporation is 2212 East 4th Avenue, Tampa, Fl 33605 and the name of the initial registered agent at such address is Walter H.C. Drakeford.

ARTICLE SEVEN
DIRECTORS/OFFICERS

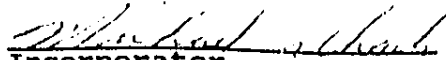
The name and address of the President of the Corporation is:
Michael S. Charles, 2212 E. 4th Avenue, Tampa, FL 33605.

ARTICLE EIGHT
INCORPORATORS

The name and address of the incorporator is:

Name	Address
Michael S. Charles	2212 E. 4th Avenue Tampa, FL 33605

IN WITNESS WHEREOF, I have subscribed my name on this 8th day
of May, 1996.


Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 8th day of May, 1996 before me, the undersigned
officer, personally appeared Michael S. Charles, known to me, to
be the person whose name is subscribed to the within instrument,
and acknowledged that he executed the same for the purpose there
contained.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal.


Notary State of Florida

MAX BEN
NOTARY PUBLIC - STATE OF FLORIDA
MY COMMISSION EXPIRES AUG 11, 1997
COMMISSION NO. CC 308222

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said act.

First that Fairway Auto Group, Inc. desiring to organize
under the laws of the State of Florida, with its principal office
as indicated in the Articles of Incorporation in the County of
Hillsborough, State of Florida, has named Walter H. C. Drakeford,
2212 East 4th Avenue, Tampa, Florida 33605, Mailing Address:
P.O. Box 22023, Tampa, Florida 33622-2023, as its agent to accept
service of process within this state.

ACKNOWLEDGEMENT AND ACCEPTANCE;

Having been named to accept service of process for the
above named Corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.


Walter H. C. Drakeford