

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 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 \$ _____

PH 5/10/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<i>nc</i>	_____	CK No. _____
BY	_____	_____	_____

WALK-IN *5/10 12:00*
 Will Pick Up

P96000040299

RE:

Auto Image
Sales, 0.000

No. 52800

O.C. FEE, STATE DISBURSED
 TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™	_____	_____
Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
<input checked="" type="checkbox"/> Foreign Corp. File	_____	_____
() Cert-Copy(m)	<i>photo</i>	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
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 Prep.	_____	_____
FAX ()	_____	pgs. _____

SUBTOTALS

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

RECEIVED
 96MAY 10 AM 10:24
 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
AUTO IMAGE AUTO SALES, INC.**

FILED
96 MAY 10 AM 11:50
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation.

**ARTICLE I
Name**

The name of the corporation is Auto Image Auto Sales, Inc.

**ARTICLE II
Term Of Existence**

The date when corporate existence shall commence shall be the date of filing of these Articles Of Incorporation, and the Corporation shall have perpetual existence thereafter.

**ARTICLE III
Nature Of Business**

The purpose of the Corporation is as a used car dealership.

**ARTICLE IV
Powers**

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, note, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other governmental state, territory, governmental district, or municipality or of any instrumentality thereof;
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State Of Florida;
- (k) To elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;
- (l) To make and alter bylaws, not inconsistent with these Articles Of Incorporation and the laws of the State Of Florida, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes;
- (n) To transact any lawful business which the Board Of Directors of the Corporation shall find will be in aid of the governmental policy;
- (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

- (p) To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;
- (q) To have and exercise all powers necessary or convenient to effects its purposes.

ARTICLE V

Capital Stock

The Corporation is authorized to issue 1,000 shares having a par value of ten dollars (\$10.00) per share, and which shall be designated as Common Stock.

ARTICLE VI

Initial Registered Office And Agent

The street address of the initial registered office of the Corporation is 1801 Tyrone Boulevard, St. Petersburg, Florida 37710, it's initial registered agent at such address is Lura J. Pollard.

ARTICLE VII

Directors

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased, from time to time, by the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) but no more than ten (10) directors. The name and address of the initial directors of the corporation, who shall serve until his successors are duly elected and qualified, are:

Name	Address
Lura J. Pollard	1801 Tyrone Boulevard St. Petersburg, Florida 33710

ARTICLE VIII

Incorporator

The name and address of the incorporator signing these Articles Of Incorporation is Lura J. Pollard, 1801 Tyrone Boulevard, St. Petersburg, Florida 33710.

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board Of Directors.

ARTICLE X
Indemnification

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

ARTICLE XI
Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may, from time to time, be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of share then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.


ARTICLE XII
Amendment

These Articles Of Incorporation may be amended in the manner provided by law.

ARTICLE XIII
Principal Place Of Business

The principal place of business is 7350 Park Boulevard, Pinellas Park, Florida 34665 and the mailing address of this corporation shall be 1801 Tyrone Boulevard, St. Petersburg, Florida 33710.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this


Lura J. Pollard
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7th
day of May 1996 by Lura J. Pollard, who is personally known to me and who did take an
oath.



Notary Public
My Commission Expires

KATHLEEN MASON
Notary Public, State of Florida
My Comm. Expires Sept. 2, 1999
No. CC140433

ACCEPTANCE BY REGISTERED AGENT

FILED

96 MAY 10 AM 11:50

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, 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 any duties.

Lura J. Pollard
Lura J. Pollard

5/7/96
Date