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Transmittal Letter

FILED

96 MAY 31 PM 2:21

SECRET  
TALLAHASSEE, FLORIDA

May 14, 1996

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

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-05/31/96--01099--004  
\*\*\*\*\*70.75 \*\*\*\*\*70.75

Dear Sir:

Enclosed please find an original and (1) copy of the Articles of Incorporation and our check in the amount of \$ 78.75 to cover the filing fee, certificate and designation of registered agent.

FROM: Paul Martinez  
509 Pheasant run  
Ponte Vedra Beach, FL 32082

Sincerely,

*Paul Martinez*

Paul Martinez

Enclosures

~~48~~  
6-5-96

ARTICLES OF INCORPORATION  
OF  
THE USED CAR CHANNEL, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I NAME

The name of the corporation shall be  
THE USED CAR CHANNEL, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 509 Pheasant Run, Ponte Vedra Beach, FL 32082 and the name of the initial Registered Agent for the corporation at that address is Paul Martinez.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 12-44 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's

firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Paul Martinez  
James Dalton

ARTICLE IX INCORPORATOR

The name and address of the Incorporator is:

Paul Martinez  
509 Pheasant Run  
Ponte Vedra Beach, FL 32082

The undersigned has hereunto set his hand and seal on this 14th day of May 1996.  
Incorporator:

Paul Martinez  
Signature of Paul Martinez

James L. Dalton  
Signature of James Dalton

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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SEC. OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the Corporations is: THE USED CAR CHANNEL, INC.
- 2) The name and address of the registered agent and office is  
Paul Martinez  
509 Pheasant Run  
Ponte Vedra Beach, FL 32082

Having been named as registered agent and to accept service of process for above stated corporation at the place designated above, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent

Paul Martinez

SENT BY: (904) 359-2000

SEP 13 1996 3:13PM

FAX JACKSONVILLE

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FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: POLBY & LARDNER

ACCT#: 072720000061

CONTACT: KAREN PETERSON

PHONE: (904)359-2000

FAX #: (904)359-8700

NAME: THE USED CAR CHANNEL, INC.

AUDIT NUMBER.....H96000012841

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 PAGES..... 1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP 13 PM 3:32

Fax Audit No. H96000012841 8

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ARTICLES OF AMENDMENT  
OF  
THE USED CAR CHANNEL, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1001, 607.1004, 607.1006, and 607.1009, Florida Business Corporation Act, the following provisions of the Articles of Incorporation of The Used Car Channel, Inc., a Florida corporation, filed in Tallahassee on May 31, 1996, be and they hereby are amended in the following particulars:

Article III be and it hereby is amended to read as follows:

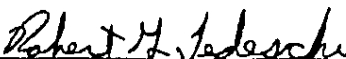
"The maximum number of shares of stock that this corporation is authorized to have outstanding is 10,000 shares of common stock having a par value of \$0.01 per share."

Article VII be and it hereby is amended to read as follows:

"Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, or willful misconduct, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be in addition to any other rights to which any director, stockholder or officer may be entitled as a matter of law."

The foregoing amendment was adopted in accordance with Florida Statutes, Section 607.0704 on the 12th day of September, 1996 by written consent of Stockholders of the corporation. The only voting group entitled to vote on the adoption of the Amendment consists of the holders of the corporation's common stock. The written consents of stockholders in such voting group were sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned Executive Vice President of this corporation have executed these Articles of Amendment this 12th day of September, 1996.

  
Executive Vice President