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May 10, 1996

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REPLY TO:
MAITLAND

DONNA C. WYATT
BOARD CERTIFIED CIVIL TRIAL LAWYER

State of Florida
Division of Corporations
1902 The Capitol
Tallahassee, FL 32399

200001822042
05715296--01042--003
****122.00 ****122.00

Re: Articles of Incorporation of DAP, Inc.

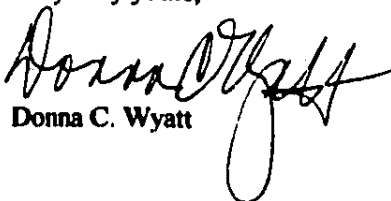
Dear Sir/Madam:

Enclosed please find the following documents in reference to the filing of the above-captioned corporation:

1. The original and a copy of the Articles of Incorporation of DAP, Inc.;
2. The original Certificate Designating Place of Business;
3. A check in the amount of \$122.00 for the filing fee of the corporation and registered agent, and a certified copy of the Articles of Incorporation.

If you have any questions regarding the above, please do not hesitate to contact me at the above number.

Very truly yours,


Donna C. Wyatt

W96-10788
502

DCW/sls
Enclosures

6-14-96



MAY 28 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1996

DONNA C. WYATT
JACK, WYATT, TOLBERT & THOMPSON, P.A.
POST OFFICE BOX 948600
MAITLAND, FL 32794-8600

SUBJECT: DAP, INC.
Ref. Number: W96000010788

We have received your document for DAP, INC. and your check(s) totaling \$122.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 496A00025175

**ARTICLES OF INCORPORATION
OF
D. A. PITT, INC.**

TO THE SECRETARY OF THE STATE OF FLORIDA:

FILED
96 JUN 16 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, each of whom is over the age of eighteen years, desiring to become a body corporate under and pursuant to the laws of the State of Florida, for the purpose hereinafter stated and set forth, do hereby set forth and certify as follows:

ARTICLE I

The name of the corporation shall be: **D. A. PITT, INC.**

ARTICLE II

The objects and purposes for which this corporation is formed are as follows:

- (a) To engage in a business enterprise specializing in sales and service of motor vehicles.
- (b) To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.
- (c) To purchase, lease, exchange, or otherwise acquire real and personal property of all kinds, character and description, whether improved or unimproved, and any interest therein; to own, hold, control, maintain, manage, and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control office building or buildings for use by the company on lands owned or held by the corporation; to lease or sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any of such real and personal property and any interest therein.
- (d) To purchase, or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in and dispose of mortgages, liens, or other encumbrances covering any kind, character or description of real or personal property; to loan money secured by mortgages on real estate.

(e) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures or other evidences of indebtedness and obligations and securities of any corporation, company, partnership, syndicate or person, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, or securities, to issue its own shares of stock, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates purchased or acquired by it; and allow the owner or holder thereof to exercise all the rights to ownership with respect thereto.

(f) To make loans of money, secured or unsecured, by endorsement or other collateral as may be permitted by law governing the conduct of a corporation.

(g) To borrow or raise monies for any of the purposes of the corporation and from time to time make, accept, endorse, execute and issue promissory notes, drafts, evidences of indebtedness and agreements; to secure the payment thereof and the interest thereon and the performance thereof by mortgage, pledge, conveyance of assignment in trust, of the whole or any part of the assets of the corporation, whether at the time owned or thereafter acquired; and to sell, pledge, or otherwise dispose of such securities : r other obligations of the corporation for its corporate purposes.

(h) To enter into and make all necessary contracts and agreements for its business with any person, partnership, association or corporation or of any domestic or foreign state, government or governmental authority or any political or administrative subdivision or department thereof and to perform and carry out, assign, cancel or rescind any such contracts.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The principal office of the corporation shall be located in the City of Oviedo, Seminole County, Florida at 2178 Elmcrest Place, Oviedo, Florida 32765, but the corporation shall have the right to establish and maintain other offices and places of business, including the meetings of its Board of Directors and Stockholders, wherever desired.

ARTICLE V

The total authorized capital stock of the corporation shall be 1000 (One Thousand) shares of common stock with a par value of \$1.00 per share. When the common stock of the corporation is issued and paid for, the common stock so issued shall be stamped "FULLY PAID AND NON-ASSESSABLE."

ARTICLE VI

The corporation shall commence business with not less than \$50.00 of its capital stock fully paid in and issued.

ARTICLE VII

Pre-emptive rights. Except as may be otherwise provided by the Board of Directors, no holder of any shares of the stock of the corporation shall have any pre-emptive rights to purchase, subscribe for or otherwise acquire any shares of stock of the corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

ARTICLE VIII

Stock rights and options. The corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be conclusive.

capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be conclusive.

ARTICLE IX

The business of the corporation shall be conducted by the Board of Directors which shall consist of not less than 1 nor more than 5 members, the number to be determined by the stockholders at each annual meeting of the Stockholders.

ARTICLE X

The registered office of said corporation shall be located at 2178 Elmcrest Place, Oviedo, Florida 32765, and the registered agent at that office shall be David A. Pitt.

The names of the Directors chose for the first year and until their successors are elected and qualified are as follows:

David A. Pitt
2178 Elmcrest Place
Oviedo, Florida 32765

Nancy L. Pitt
2178 Elmcrest Place
Oviedo, Florida 32765

ARTICLE XI

The names and addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

David A. Pitt, President
2178 Elmcrest Place
Oviedo, Florida 32765

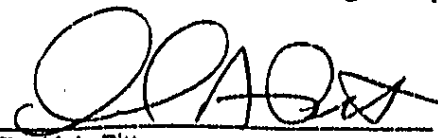
Nancy L. Pitt, Vice President
2178 Elmcrest Place
Oviedo, Florida 32765

ARTICLE XII

The name and post office address of each subscriber and incorporator of the Articles of Incorporation and the number of shares therefor by each subscriber are as follows:

David A. Pitt 500 shares

IN WITNESS WHEREOF, the undersigned have this _____ day of _____, 1996, made and subscribed these Articles of Incorporation for the purpose of forming a corporation pursuant to the laws of the State of Florida.


David A. Pitt

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned Notary Public, personally appeared David A. Pitt, to me well known to be the person described in and who executed the above and foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at _____, _____
County, Florida this _____ day of _____, 1996.

NOTARY PUBLIC
My Commission Expires: _____

Personally known _____
Not Personally Known _____
Identification Provided _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHO PROCESS MAY BE SERVED**

Pursuant to the provisions of F.S. 607.0501, 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 corporation is **D. A. PITT, INC.**
2. The name of the registered agent is David A. Pitt
3. The address of the registered agent/registered office is 2178 Elmcrest Place, City of Oviedo, County of Seminole, State of Florida.

ACCEPTANCE

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

By: _____

David A. Pitt

FILED
JUN 10 AM 10:58
96
SECRETARY OF STATE
TALLAHASSEE, FLORIDA