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096000054852



PROFESSIONAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 095710 7111671

AUTHORIZATION *Patricia T. [Signature]*

COST LIMIT : \$70

ORDER DATE : June 20, 1996

ORDER TIME : 11:47 AM

ORDER NO. : 995710

000001871620

CUSTOMER NO: 7111671

CUSTOMER: Mr. Carl E. Dibene
SUNCOAST AUTOMOTIVE BROKERS

Suite 200, Office #5
9220 Bonita Beach Road
Bonita Springs, FL 33923

DOMESTIC FILING

NAME: ~~SUNCOAST AUTOMOTIVE BROKERS~~
~~INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DANNY SMITH

EXAMINER'S INITIALS:

502-672
W96-13334

[Signature] 6/27/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 24 PM 3:11



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 24, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SUNCOAST AUTOMOTIVE BROKERS INC.
Ref. Number: W96000013334

RESUBMIT
Please give original
submission date as file date.

We have received your document for SUNCOAST AUTOMOTIVE BROKERS INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 496A00031175

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SECRETARY OF STATE
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96 JUN 24 PM 3:11

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 21 PM 3:11

ARTICLES OF INCORPORATION
OF
DIBENE MOTORCARS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DIBENE MOTORCARS, INC.

The address of the principal office of this corporation shall be 9220 Bonita Beach Road, Suite 200, Office #5, Bonita Springs, Florida 33923, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, 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 no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Carl E. Dibene

79 3rd Street
Bonita Springs, Florida 33923

ARTICLE VII. INCORPORATOR

96 JUN 24 PM 3:11

The name and street address of the incorporator to
these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these
Articles of Incorporation on June 21, 1996.

Deborah D. Skipper
It's Agent, Deborah D. Skipper
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

DGS