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TALLAHASSEE, FL 32301-4007
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P96000065125



PIONEER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 042449 117062A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : August 5, 1996

ORDER TIME : 10:31 AM

ORDER NO. : 042449

CUSTOMER NO: 117062A

CUSTOMER: Mr. Dean Wangerin
MR. DEAN WANGERIN

300001812688

P.O. Box 570096

Orlando, FL 32857-0096

DOMESTIC FILING

NAME: ASSOCIATED AUTO GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

8/5/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -5 PM 3:17

RECEIVED
DIVISION OF CORPORATIONS
96 AUG -5 AM 11:20

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG -5 PM 3:17

**ARTICLES OF INCORPORATION
OF
ASSOCIATED AUTO GROUP, INC.**

ARTICLE I - NAME

ASSOCIATED AUTO GROUP, INC.

ARTICLE II - DURATION

This Corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for other purposes shall be vested exclusively in the holders of the outstanding stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 11941 Red Bridge Drive, Orlando, Florida 32824, and the name of the initial agent of this Corporation is Joe Rojas.

ARTICLE VII - PRINCIPLE OFFICE ADDRESS

The principle office address of this Corporation is 11941 Red Bridge Drive, Orlando, Florida 32824.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of Directors may be either increased or decreased or diminished from time to time by the By-Laws. The initial Director shall be Joe Rojas.

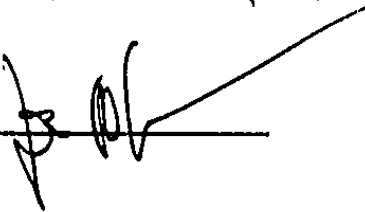
ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:
Joe Rojas, 11941 Red Bridge Dr. Orlando, Florida 32824.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, The undersigned subscribers have executed these Articles of Incorporation this 29 day of July 1996.



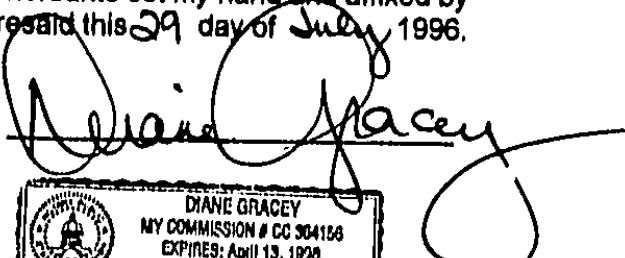

A handwritten signature, appearing to be "Joe Rojas", is written over a horizontal line. The signature is in black ink and is somewhat stylized.

STATE OF FLORIDA

COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgment in the State and County aforesaid, personally appeared Joe Rojas known to me and known to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid this 29 day of July 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG -5 PM 3:17

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

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

That Associated 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 City of Orlando, County of Orange, State of Florida has
named Joe Rojas as its agent to accept service of process within this State.

ACKNOWLEDGMENT;

Having been name to accept service of process for the above stated
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.

By: _____


Resident Agent