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PATRICK R. CUNNINGHAM, P.A.
ATTORNEY AT LAW
3908 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34208
TELEPHONE (813) 747-6453

July 30, 1996

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32301

700001913607
-08/06/96--01077--013
****122.50 ****122.50

Re: Stadium Auto Sales, Inc.

Dear Sirs:

Enclosed you will find the Articles of Incorporation for the above-referenced Corporation, along with our check payable to the Secretary of State in the amount of \$122.50, in payment of the following:

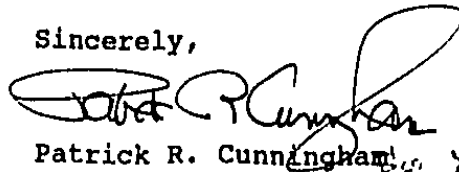
Corporation filing fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy	52.50

\$122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Sincerely,


Patrick R. Cunningham

PRC/cd

Enc:

AUG 7 1996

BSB

96 AUG -5 AM 8:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
STADIUM AUTO SALES, INC.**

FILED
96 AUG -5 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is STADIUM AUTO SALES, INC.

ARTICLE II

The existence of the corporation shall begin on the date of filing these Articles of Incorporation with Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 1426 9th Street West, Bradenton, Florida 34205.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 500, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 3008 Manatee Avenue West, Bradenton, Florida 34205. The initial registered agent for the Corporation at that address is Patrick R. Cunningham, P.A.

ARTICLE VI

The initial board of directors shall consist of four (4) members. The names and addresses of the persons who will serve on the initial board of directors are:

PATRICK R.
CUNNINGHAM, P.A.
ATTORNEY AT LAW
3008 MANATEE AVE., WEST
BRADENTON, FLORIDA
34205
TELEPHONE (813) 747-6433

NAME	ADDRESS
Cocil Whittaker	1711 17th Street West Palmetto, Florida 34221
Dolly Whittaker	1711 17th Street West Palmetto, Florida 34221
Dan Gaylord	407 22nd Street West Bradenton, Florida 34205
Brenda Gaylord	407 22nd Street West Bradenton, Florida 34205

ARTICLE VII


The name and street address of the person signing these articles of incorporation is:

NAME	ADDRESS
Dan Gaylord	407 22nd Street West Bradenton, Florida 34205

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

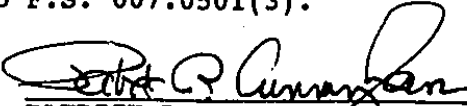
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of July, 1996.



 DAN GAYLORD

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for STADIUM AUTO SALES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



 PATRICK R. CUNNINGHAM

Date: July 30, 1996

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 34208
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