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DONALD H. WILSON, JR.
A. H. LAKE (HONORARY)

CHRISTOPHER M. FEAR
LAKELAND OFFICE

August 28, 1996

VIA FEDERAL EXPRESS
Airbill No. 9824122626

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100001936581
-08/30/96--01029--013
****122.50 ****122.50

RE: Lakeland Auto Center, Inc.
Our File No.: L360-38805

Dear Ladies and Gentlemen:

Please file the enclosed Articles of Incorporation for LAKELAND AUTO CENTER, INC. and certify and return the enclosed duplicate original of the Articles of Incorporation. Our firm's check in the amount of \$122.50 is enclosed to cover the cost of filing, \$35.00, certified copy, \$52.50, and registered agent designation, \$35.00.

Please call the undersigned collect if you have any questions about the enclosures.

Very truly yours,


Christopher M. Fear

CMF/sf
Enclosures

38805.SOS

FILED
96 AUG 30 PM 1:23
DIVISION OF STATE
TALLAHASSEE, FLORIDA

LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310
150 EAST DAVIDSON STREET • P.O. Box 1578 • BARTOW, FLORIDA 33831-1578 • PHONE (941) 533-0866 • FAX (941) 533-7255

ARTICLES OF INCORPORATION
OF
LAKELAND AUTO CENTER, INC.

RECEIVED
SEP 13 1973
TALLAHASSEE, FLORIDA
EXECUTIVE

ARTICLE I - NAME

The name of this corporation is LAKELAND AUTO CENTER, INC .

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 900 East Main Street, Lakeland, FL 33801, and the mailing address of this corporation is 900 East Main Street, Lakeland, FL 33801.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 900 East Main Street, Lakeland, FL 33801, and the name of the initial registered agent of this corporation at that office is Tammy LaFerrara.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Jerry Ping
1711 Dooley Lane
Lakeland, FL 33813

Tammy LaFerrara
1711 Dooley Lane
Lakeland, FL 33813

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Tammy LaFerrara
1711 Dooley Lane
Lakeland, FL 33813

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

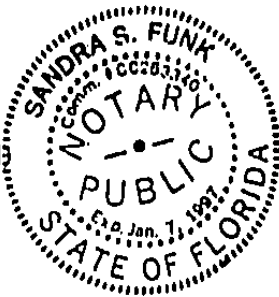
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of August, 1996.


TAMMY LaFERRARA, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 29th day of August, 1996, by Tammy LaFerrara, who is personally known to me or who produced a Florida driver's license as identification.

(Affix Notary Seal)



Sandra S. Funk
NOTARY PUBLIC, State at Large
Print name: SANDRA S. FUNK
My commission expires: 1-7-97

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:

Tammy LaFerrara
TAMMY LaFERRARA

DATE: August 29th, 1996