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September 13, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400001347284
-09/16/96--01001--011
****122.50 ****122.50

Re: Atkinson & Associates Auto Brokerage, Inc.
My File No.: Misc. 96-A

Gentlemen:

Enclosed please find my check in the amount of \$122.50, representing \$35.00 for filing fee, \$52.50 for a certified copy of the Articles of Incorporation and \$35.00 for Registered Agent Designation, together with an original and one copy of the Articles of Incorporation and original of the Consent Of Registered Agent for this proposed corporation.

Please endorse your approval on the Articles, certify and return the same to this office.

Thank you in advance for your courtesy.

Sincerely,



Michael A. Kolcun

MAK/kkj

Enclosures

SEP 16 1996

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FILED
95 SEP 13 AM 9:10
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

ATKINSON & ASSOCIATES AUTO BROKERAGE, INC.

96 SEP 13 AM 9:10
STATE
FLORIDA

The undersigned subscriber and Incorporator, William E. Atkinson, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the proposed corporation is Atkinson & Associates Auto Brokerage, Inc.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. STOCK

The total number of shares of stock which the corporation shall have authority to issue is 100 shares of common stock at a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial address of the principal office of the corporation shall be 2038 Prince Albert Court, Jacksonville, Florida 32246.

ARTICLE VI. DIRECTORS

The affairs of the corporation shall be directed by the shareholders in lieu of a Board of Directors.

ARTICLE VII. OFFICERS

The names and addresses of the officers of this corporation who shall hold their offices for the first year of existence or until successors are elected are: William E. Atkinson, President, Vice-President, Secretary-Treasurer.

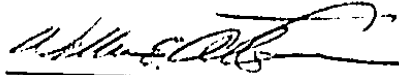
ARTICLE VIII. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial Registered Agent of this corporation is William E. Atkinson, 2038 Prince Albert Court, Jacksonville, Florida 32246.

ARTICLE IX. SUBSCRIBER

The name and address of the subscriber for this corporation is William E. Atkinson, 2038 Prince Albert Court, Jacksonville, Florida 32246.

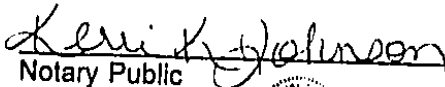
IN WITNESS WHEREOF, I have executed these Articles Of Incorporation this 12th day of September, 1996.



William E. Atkinson

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12th day of September, 1996, by William E. Atkinson who is personally known to me or has produced Driver's License as identification.



Notary Public

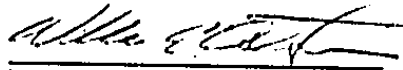


Keri K. Johnson
MY COMMISSION # CC576373 EXPIRES
August 12, 2000
BONDED THRU TROY FAY INSURANCE, INC.

CONSENT OF REGISTERED AGENT

Having been named Registered Agent for Atkinson & Associates Auto Brokerage, Inc. at the registered office designated in the Articles Of Incorporation, I hereby accept the designation.

Dated this 12th day of September, 1996.



William E. Atkinson

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STATE
TALLAHASSEE, FLORIDA