

096000077029

Sturgen Accounting, Inc.
2253 Country Place Circle
Pensacola, Florida 32534-9501

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

September 12, 1996

Re: Car City Auto Brokers, Inc.

000001848060
-09/16/96--01053--016
****122.50 ****122.50

Dear Sir,

Enclosed, please find an original and one copy of the articles of incorporation for the above named corporation. Please apply our check for \$122.50 for the required filing fees.

From: William M. Sturgen Jr., Incorporator
2253 Country Place Circle
Pensacola, Florida 32534

If you have any questions regarding this matter, please call me at (904) 968-4194.

Sincerely,

William M. Sturgen Jr.

William M. Sturgen Jr.

FILED
SEP 16 11:10:15
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

SEP 17 1996

**ARTICLES OF INCORPORATION
OF
CAR CITY AUTO BROKERS, INC.**

FILED
96 SEP 16 11:10:15

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I Name

The name of the corporation shall be:

Car City Auto Brokers, Inc.

The principle place of business of this corporation shall be:

5501 Pensacola Blvd.
Pensacola, Florida 32505

Article II Nature of Business

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country or nation.

Article III Capital Stock

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is: 2000 shares of common stock having a par value of One Dollar (\$1.00) per share.

Article IV Term of Existence

This corporation is to exist perpetually.

Article V Initial Registered Agent and Address

The name and address of the initial registered agent is:

William M. Sturgen Jr.
2253 Country Place Circle
Pensacola, Florida 32534-9501

Article VI Directors

This corporation shall have four (4) Directors initially. The names and addresses of the initial members of the Board of Directors are:

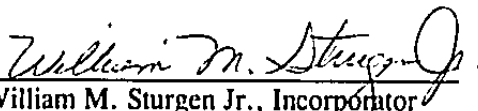
William M. Welch, 1000 Cynthia Lane, Pensacola, Florida 32534
Timothy L. Higley, 1257 Sanibel Lane, Gulf Breeze, Florida 32561
James W. Sistrunk, 5943 West Shore Drive, Pensacola, Florida 32527
Robert J. Weber, 950 Coronado Drive, Gulf Breeze, Florida 32561

Article VII Incorporator

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

William M. Sturgen Jr.
2253 Country Place Circle
Pensacola, Florida 32534-9501

The undersigned has executed these Articles of Incorporation this 12th day of September, 1996.


William M. Sturgen Jr., Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 SEP 16 AM 10:15

FILE
96 SEP 16

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CAR CITY AUTO BROKERS, INC.
2. The name and address of the registered agent and office is:

William M. Sturgen Jr.
2253 Country Place Circle
Pensacola, Florida 32534

HAVING BEEN NAMED AS REGISTERED AGENT, AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNED:

William M. Sturgen Jr.

DATE: SEPTEMBER 12, 1996