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MARY M. CALLAWAY, P.A.
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FILED

96 OCT -4 PM 3:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 2, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-10/04/96--01072--018
****122.50 ****122.50

Subject: CARS R US OF PENSACOLA, INC.

Gentlemen:

Enclosed you will find the following:

- (1) Articles of Incorporation
- (2) Copy of Articles
- (3) Check in the amount of \$122.50 to cover fees

Please file this Charter effective the date of execution of the Articles of Incorporation and return a certified copy of the Articles to me.

Sincerely,


Mary M. Callaway

MMC:sh

Enclosures

PH
10/8/96

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CARS R US OF PENSACOLA, INC.**

ARTICLE ONE

NAME

The name of this corporation is **CARS R US OF PENSACOLA, INC.**

ARTICLE TWO

DURATION

This corporation shall exist in perpetuity.

ARTICLE THREE

PURPOSE

This corporation is organized for the following purposes:

To buy, sell, hold and deal in new and used vehicles at both wholesale and retail, and to acquire, hold, use, employ, lease and sell and deal in leases, apparatus, machinery, equipment and facilities for conducting business.

To engage in interstate commerce insofar as may be necessary to carry out all of the purposes of the business and to conduct business in foreign states consistent with this charter.

To purchase, hold, sell and reissue the share of its own capital stock and should it become necessary to make an equitable division of the stock of this corporation among those who are now or may thereafter be entitled to such stock, or any part thereof.

To transact any and all lawful business.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one dollar (\$1.00) par value common stock.

ARTICLE FIVE

PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any treasury stock or the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business is:

3737 N. Pace Blvd.
Pensacola, FL 32505

and the mailing address is:

3737 N. Pace Blvd.
Pensacola, FL 32505

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is:

SYED Z. HUSSAIN
3737 N. Pace Blvd.
P. O. Box 8113
Pensacola, FL 32505

ARTICLE EIGHT

INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

SYED Z. HUSSAIN
3737 N. Pace Blvd.
P. O. Box 8113
Pensacola, FL 32505

ARTICLE NINE

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and in the Shareholders.

ARTICLE TEN

RESTRICTIONS ON TRANSFER

Outstanding shares of this corporation may not be resold or otherwise transferred to another unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE ELEVEN

CUMULATIVE VOTING AND VOTING RIGHTS

At each election for directors every shareholder entitled to vote at such an election shall have the right to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

Except as otherwise provided by law, the entire voting power for the election of directors shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE TWELVE
MANAGEMENT OF THE CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE THIRTEEN
INDEMNIFICATION

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

ARTICLE FOURTEEN
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

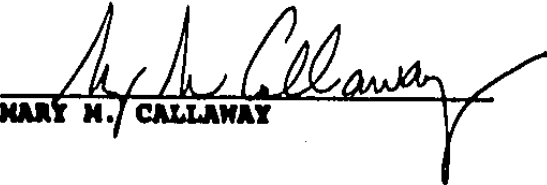
ARTICLE FIFTEEN
INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

MARY M. CALLAWAY
1600 N. Palafox Street
Pensacola, FL 32501

By signature below the registered agent accepts this designation, is familiar with and accepts the duties and

responsibilities as registered agent for the corporation.


MARY M. CALLAWAY

ARTICLE SIXTEEN

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE SEVENTEEN

ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE EIGHTEEN

ACTION OF THE CORPORATION

Any contract, transaction or act of the corporation or of the Board of Directors approved by a quorum of the shareholders entitled to vote at any meeting shall be as valid and binding as though approved by every shareholders of the corporation, but any failure of the shareholders to approve such contract, transaction or act shall not be deemed in any way to invalidate the same or deprive the corporation, its directors or offices of their right to proceed.

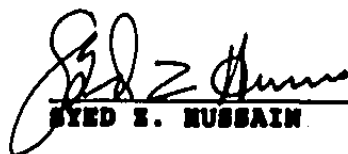
ARTICLE NINETEEN

DATE OF INCORPORATION

The date of commencement of corporate existence shall be the date of subscription and acknowledgement of these articles of incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of October, 1996.

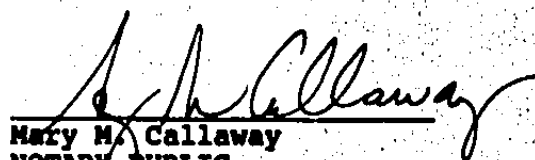
CARS R US OF PENSACOLA, INC.


SYED Z. NUSSAIN

State of Florida
County of Escambia

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared SYED Z. NUSSAIN, known to me well and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2nd day of October, 1996.


Mary M. Callaway
NOTARY PUBLIC
My commission expires:



96 OCT -4, PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Prepared by:
Mary M. Callaway, P.A.
P.O. Box 36097
Pensacola, FL 32516
(904) 434-2114