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ARTICLES OF INCORPORATION

OF



FONTAINE'S DISCOUNT AUTO SALES. INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I Name and Address

The name of the Corporation shall be FONTAINE'S DISCOUNT AUTO SALES, INC. and its mailing address is 1916 Highway 98 North, Lakeland, Florida 38605.

ARTICLE II Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IV

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two Directors, whose names and addresses are:

MICHAEL FONTAINE 50 Lake Howard Drive Winter Haven, FL 33880 DALE MURPHY 5885 Crest Lane Lakeland, Florida 83813 Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation pursuant to \$\$607.0205 and 607.0205 Florida Statutes following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be 105 South Florida Avenue, Lakeland, Florida 33801.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be JOHN L. MANN.

ARTICLE IX Incorporator

The Incorporator is JOHN L. MANN whose address is 105 South Florida Avenue, Lakeland, Florida 33801.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this day of October, 1996.

YOHN L MANN

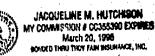
STATE OF FLORIDA COUNTY OF POLK

The foregoing instrument was acknowledged before me this 4th day of October, 1996, by JOHN L. MANN, who is personally known to me and who did not take an oath.

My Commission Expires:

Mondine M. Hutchison

(SEAL)



ACCEPTANCE

I hereby accept to act as initial Registered Agent for FONTAINE'S DISCOUNT AUTO SALES, INC., as stated in these Articles of Incorporation

OHN L. MANN

FILED
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SECRETARY OF STATE
SECRETARY SEE, FLORIDA