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TRANSMITTAL LETTER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400001998954--6  
-11/07/96--01048--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: OLDE TOWNE MOTORS, INC.

Please find enclosed an original and one copy of the articles of incorporation and a check for \$78.75 for filing fee & certificate.

From: OLDE TOWNE MOTORS, INC.  
ATTN: Lennie Vaudo  
2175 State Road 84  
Fort Lauderdale, Florida 33312  
954-791-7600

PK 11/12/96

ARTICLES OF INCORPORATION  
OF  
OLDE TOWNE MOTORS, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

OLDE TOWNE MOTORS, INC.

(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$0.10 per share.

#### ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Lennie Vaudo  
2175 State Road 84  
Fort Lauderdale, Florida 33312

#### ARTICLE VI

The corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Lennie Vaudo  
2175 State Road 84  
Fort Lauderdale, Florida 33312

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

#### ARTICLE VII

The name and address of the incorporator of the Corporation is:

Lennie Vaudo  
2175 State Road 84  
Fort Lauderdale, Florida 33312

ARTICLE VIII

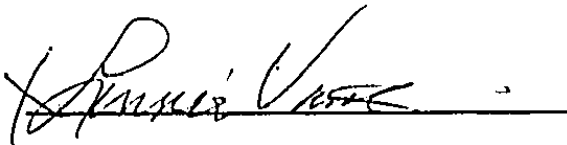
The mailing address of the Corporation's principal office shall be:

2175 State Road 84  
Fort Lauderdale, Florida 33312

ARTICLE IX

This corporation shall indemnify, and shall advance expenses on behalf of, its officer(s) and director(s) to the fullest extent not prohibited by any law in existence now or hereafter.

Executed at Fort Lauderdale, Florida this 4th day of November,  
1996.

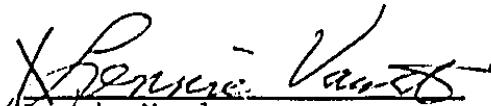
  
LENNIE VAUDO

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of OLDE TOWNE MOTORS, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 4th day of November, 1996.

By:

  
Lennie Vaudo  
Registered agent

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TALLAHASSEE, FLORIDA