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ARTICLES OF INCORPORATION OF ST. NICHOLAS AUTO BROKERS, INC.

In compliance with the requirements of Chapter 607, Florida Statutes, Andrew J. Maxwell III, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of this Corporation is ST. NICHO! JUTO BROKERS, INC. (the "Corporation").

ARTICLE II

POWERS

This Corporation will have the power to conduct any and all business activities permitted by the laws of the State of Florida.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

LOCATION OF PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 3333 Beach Boulevard, Jacksonville, Florida 32207.

ARTICLE V

CAPITAL STOCK

The maximum number of shares the Corporation is authorized to issue is 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares." All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3333 Beach Boulevard, Jacksonville, Florida 32207 and the name of the initial registered agent of this Corporation at that address is Andrew J. Maxwell III.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of directors may be either increased or diminished from time to time as provided in the By-Laws, but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

Andrew J. Maxwell III 3333 Beach Boulevard

Andrew J. Maxwell, Jr. 5579 Oliver Street Jacksonville, Florida 32207 Jacksonville, Florida 32211

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto is expressly reserved by the Corporation and any right conferred upon the shareholders is subject to this reservation. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when duly proposed and approved by the holders of not less than a majority of the outstanding common stock. The power to adopt, alter, amend or repeal By-Laws shall be vested in the

Board of Directors and the shareholders of this Corporation as provided in the By-Laws.

ARTICLE IX

INCORPORATOR

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

Andrew J. Maxwell III 3333 Beach Boulevard Jacksonville, Florida 32207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 19th day of Watember, 1996.

Andrew J. Maxwell HII

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPCRATION, 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;	St. Nicholas Auto
							Brokers, Inc.

2. The name and address of the registered agent and office

is:

Andrew J. Maxwell III (Name)

(P.O. Box <u>not</u> acceptable)

Jacksonville, Florida 32207 (City/State/Zip) 96 NOV 20 PH 2: 04

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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.

Andrew J. Maxwell III

<u>/5/5/</u> (Date)

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