

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0391 FAX

800-342-8086

P96000/D2603



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 193155 81444A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 18, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 193155-005

CUSTOMER NO: 81444A

EFFECTIVE DATE
12-17-96

400002032654--8

-12/18/96--01062--030

***122.50 ***122.50

CUSTOMER: Ms. Lois Steckclair
PATTERSON & GREEN

Suite A
3010 S. Third Street
Jacksonville, FL 32250

DOMESTIC FILING

NAME:

~~AUTOS~~ UNLIMITED INC.

MOTOR CARS,
A

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 DEC 18 PM 12:59
RECEIVED
96 DEC 18 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

W96-26593
KR
12-20-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: AUTOS UNLIMITED, INC.
Ref. Number: W96000026593

RESUBMIT

Please give original
submission date as file date.

We have received your document for AUTOS UNLIMITED, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 596A00056420

RECEIVED
96 DEC 20 AM 9:52
DIVISION OF CORPORATIONS

EFFECTIVE DATE
12-17-96

ARTICLES OF INCORPORATION
OF

UNLIMITED MOTOR CARS, INC.

FILED
96 DEC 18 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: Corporate Name. The name of the corporation is UNLIMITED MOTOR CARS, INC.

ARTICLE II: Corporate Existence. The corporation shall exist for perpetuity commencing as of the execution of these Articles.

ARTICLE III: Corporate Purpose. The corporation is organized for the purpose of the purchase and sale of new and used automobiles, and for any and all lawful business allowed under the State of Florida or the United States of America.

ARTICLE IV: Authorized Stock. The corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 each.

ARTICLE V: Initial Registered Office and Agent. The street address of the initial registered officer of the corporation is 3010 South Third Street, Jacksonville Beach, Florida 32250, with a mailing address of the same, and the name of the initial registered agent at that address of this corporation is John H. Latshaw, Jr., Esquire.

ARTICLE VI: Principal Place of Business. The principal place of business of this corporation shall be: 7840 Atlantic Boulevard, Jacksonville, Florida 32211.

ARTICLE VII: Initial Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Thomas K. Rowe
7840 Atlantic Boulevard
Jacksonville, FL 32211

Rhonda Y. Sanders
7840 Atlantic Boulevard
Jacksonville, FL 32211

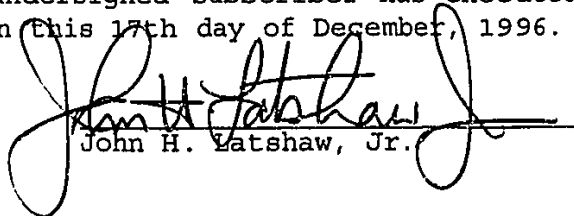
ARTICLE VIII: Incorporator. The name and address of the person signing these Articles is John H. Latshaw, Jr., 3010 South Third Street, Suite A, Jacksonville Beach, Florida 32250.

ARTICLE IX: Power to Amend. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X: Corporate Reservations. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI: Preemptive rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of the shares inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

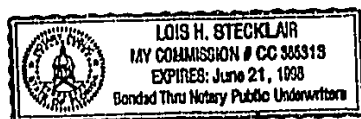
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of December, 1996.


John H. Latshaw, Jr.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared John H. Latshaw, Jr., to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 17th day of December, 1996.

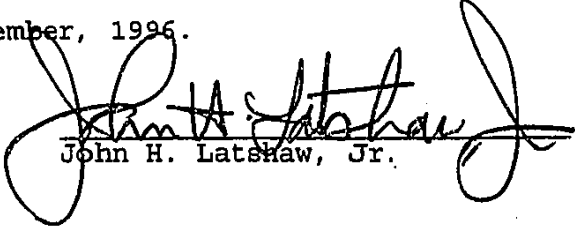



Lois H. Stecklar
Notary Public, State of Florida

My Commission Expires:

HAVING BEEN NAMED to accept service of process for UNLIMITED MOTQR CARS, INC. at the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

DATED this 17th day of December, 1996.


John H. Latschaw, Jr.

APPS\WPDocs\Corp\Autos-Unlimited.Art

FILED
96 DEC 18 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA