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City State Zip	Phone		-12/26/96+-01016++003 *****70.00 *****70.
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ARTICLES OF INCORPORATION

OF

UGLY DUCKLING CAR SALES FLORIDA, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: UGLY DUCKLING CAR SALES FLORIDA, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 2525 E. CAMELBACK ROAD, SUITE 1150, PHOENIX, AZ 85016.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: ONE THOUSAND (1,000) COMMON SHARES.

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

FIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1), AND THE NAME AND ADDRESS OF THE PERSON WHO IS TO SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL HIS SUCCESSOR IS ELECTED AND SHALL QUALIFY IS:

Steven P. Johnson

2525 E. Camelback Road, Ste. 1150, Phoenix, AZ 85016

SIXTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Terrie L. Bates

3225 N. Central Ave., Phoenix, AZ 85012

Candice Maerz

3225 N. Central Ave., Phoenix, AZ 85012

Amelia M. Castillo

3225 N. Central Ave., Phoenix, AZ 85012

THE UNDERSIGNED HAVE EXECUTED THESE ARTICLES OF INCORPORATION

THIS 24th day of December . 1996.

Terrie L. Bates, Incorporator

Ámelia M. Castillo, Incorporator

Candice Maerz, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED December 24 , 1996.

C T CORPORATION SYSTEM

William C. Bradford, Jr.

(TYPE NAME OF OFFICER)

Vice President

(TITLE OF OFFICER)

STORETAIN OF STATE