

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
96 JAN 22 PM 5:47
TALLAHASSEE, FLORIDA

~~WALK-IN~~
~~2/17/96~~

~~631, 415~~

REQUEST TAKEN CONFIRMED APPROVED
DATE 11-22-96
TIME 9:30
BY CD CK No. _____

WALK-IN
Will Pick Up _____

RE: Auto Nations of

Northwood, Inc., Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement	***122.50	***122.50
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 16% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 22, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: AUTO NATION OF NORTHWOOD, INC., INC.
Ref. Number: W96000024760

We have received your document for AUTO NATION OF NORTHWOOD, INC., INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 396A00053156

*Corrected
& Hope*

ARTICLES OF INCORPORATION
OF
AUTO NATION OF NORTHWOOD, INC.

FILED
97 JAN 15 AM 8: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is AUTO NATION OF NORTHWOOD, INC.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes and engage in any trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 2,000 shares of common stock having a par value of \$1 per share. All such shares shall be of a single class and of equal right and power.

4.02 The shareholders shall be empowered to manage the affairs of the corporation in lieu of the directors or until the board of directors is elected by the shareholders. The name and address of the initial shareholder and incorporator of

the corporation are as follows:

Curtis Pafford
145 S. Congress Avenue
Delray Beach, FL 33445

ARTICLE FIVE

5.01 The mailing address of the initial Registered Office and principal place of business of the corporation is 534 25th Street, West Palm Beach, FL 33407.

5.02 The name of the initial Registered Agent for this corporation to accept service of process within the State of Florida is Joseph Delzatto, whose registered address is 534 25th Street, West Palm Beach, Florida 33407.

ARTICLE SIX

The name and address of the incorporator of this corporation is Curtis Pafford, 145 S. Congress Avenue, Delray Beach, FL 33445. Said incorporator is over the age of eighteen (18) years, sui juris and a resident of the State of Florida.

ARTICLE SEVEN

The above named shareholders shall manage the affairs of the corporation in lieu of the directors or until the shareholders elect a board of directors at the first meeting of shareholders. The Bylaws may provide for such increase or change, from time to time, in number of directors as is authorized by law.

ARTICLE EIGHT

The capital stock of the Corporation shall be subject to the restrictions upon the sale, pledge, assignment, transfer or other disposition thereof contained in the Bylaws of the Corporation, which are maintained at the principal corporate office of the Corporation.


ARTICLE NINE

Nothing in these Articles of Incorporation shall be taken to limit the power

ARTICLE TEN

The effective date of this corporation shall be the filing date of these Articles of Incorporation in accordance with Florida Statutes §607.0203.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 20 day of November, 1996.



Curtis Pafford, Incorporator

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of
Process Within This State and Naming Agent Upon Whom Process May be Served.

The following is submitted in compliance with the Florida General Business
Corporation Act:

AUTO NATION OF NORTHWOOD, INC., is a corporation organized
under the laws of the State of Florida, with its Registered Office located at 534
25th Street, West Palm Beach, County of Palm Beach and State of Florida 33407,
and has named Joseph Delzatto as agent to accept service of process within this
State at the office specified in his acceptance below.


Curtis Pafford
Incorporator

ACCEPTANCE:

FILED
97 JAN 15 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby agree, as Registered Agent of AUTO NATION OF NORTHWOOD,
INC., to accept Service of Process; to keep my office at 534 25th Street,
West Palm Beach, FL 33407 open during the hours prescribed by §48.081, Florida
Statutes; to post my name (and any other officers of said corporation authorized to
accept service or process at the Florida designated address) in some conspicuous
place in said office as required by law.


Joseph Delzatto, Registered Agent