

P97000001003

Premier Autos, Inc.

Michael M. Hall
President

11903 Keating Drive
Tampa, FL 33626
Telephone (813) 887-5905

January 6, 1997

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-01/17/97--01040--018
*****70.00 *****70.00


Division of Corporations:

Enclosed please find the Articles of Incorporation for Premier Autos, Inc., along with a check in the amount of \$70.00 representing the Filing Fee and Designation of Registered Agent Fee.

Also enclosed is a photocopy of the Articles of Incorporation. Please return this to me with the filing date stamped on it.

If you have any question with regard to the above, please contact me at the above address.

Thank you,



Michael M. Hall

Address in art VI is physical address. The address on RA page is the mailing address per McCall. BR 1-24-97

FILED
97 JAN 17 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JAN 24 1997

**ARTICLES OF INCORPORATION
OF
PREMIER AUTOS, INC.**

FILED
97 JAN 17 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **Premier Autos, Inc..**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value stock which shall be designated at "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal address of the corporation is 7906 Anderson Road, Tampa, FL 33634; the address of the initial registered office is 7906 Anderson Road, Tampa, FL 33634; and the name of the initial registered agent of this corporation at that address is Michael M. Hall.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Michael M. Hall
11903 Keating Drive
Tampa, FL 33626

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is Michael M. Hall, 11903 Keating Drive, Tampa, FL 33626.

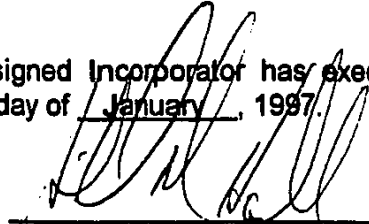
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 6th day of January, 1997.



Michael M. Hall
Incorporator

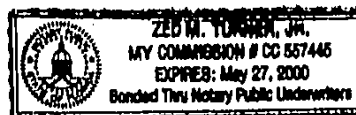
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael M. Hall, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation,

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 6th day of January, 1997.



NOTARY PUBLIC, State of Florida
at Large
My commission expires:

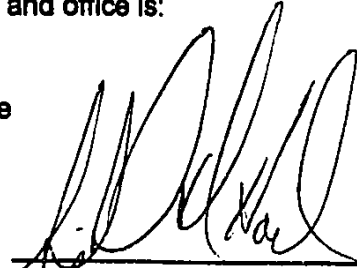


**CERTIFICATE DESIGNATING
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, 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 : Premier Autos, Inc.
2. The name and address of the registered agent and office is:

Michael M. Hall
11903 Keating Drive
Tampa, FL 33626

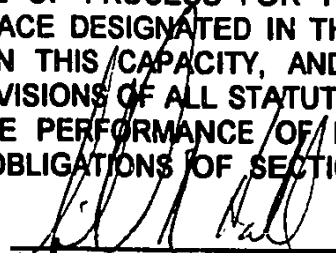


PRESIDENT SIGNATURE

1-6-97 TITLE

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.



SIGNATURE

(Registered Agent)
1-6-97

Date

FILED
97 JAN 17 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that Premier Autos, Inc., desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at 11903 Keating Drive, Tampa, FL 33626, has named Michael M. Hall as its agent to accept service of process within Florida.

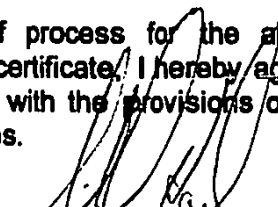
DATED:

1-6-97



Michael M. Hall, President

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Michael M. Hall, Registered Agent