

KENNETH B. GARDNER
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CRAIG S. PEARLMAN¹
T. GREY SQUIRES²
MARTIN F. STAMP³

¹ ALSO MEMBER OF DC & WEST VIRGINIA BAR
² CERTIFIED CIRCUIT COURT MEDIATOR
³ ALSO MEMBER OF NEW YORK & TEXAS BAR

February 17, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Frederic Auto Sales, Inc.

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.
Thank you.

Very truly yours,
KILLGORE PEARLMAN

Craig S. Pearlman

CSP/jrl
Enclosures

PREAUT\LTR-SRC. STA

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97 FEB 21 PM 12:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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97 FEB 21 PM 12:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
FREDERIC AUTO SALES, INC.

FILED
97 FEB 21 PM 12:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is FREDERIC AUTO SALES, INC. and its principal place of business and mailing address is 5716 Craindale Drive, Orlando, Florida 32819.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 940 Highland Avenue, Orlando, Florida 32803, and the name of the initial registered agent of this corporation at that address is CRAIG S. PEARLMAN.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Tim Vanderveer
5716 Craindale Drive
Orlando, FL 32819

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Tim Vanderveer
5716 Craindale Drive
Orlando, FL 32819

ARTICLE VIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of February, 1997.


TIM VANDERVEER, Incorporator

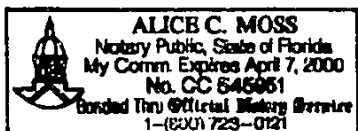
STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of February, 1997, by Tim Vanderveer, who is personally known

to me or who has produced FLDL. V556 800-68-348-0 as
identification and who did take an oath.

NOTARY PUBLIC:



Sign: Alice C. Moss
Print: Alice C. Moss
State of Florida at Large
My Commission Expires:
Commission No. _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for FREDERIC AUTO SALES, INC., hereby accepts such appointment this 7th day of February, 1997, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

Craig S. Pearlman
CRAIG S. PEARLMAN

FILED
97 FEB 21 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA