

P97000021018

Bates & Brown
Attorneys-at-Law

5 SW 2nd Place
Gainesville, Florida 32601

C. Valentine Bates
D. Ause Brown

January 24, 1997

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Corporate Records Bureau
Division of Corporations
Florida Dept. of State
PO Box 6327
Tallahassee, FL 32314

400002078384--7
-02/05/97--01048--014
****122.50 ****122.50

RE: SUPER TWO TOYOTA DEALERS, INC.

Ladies and Gentlemen:

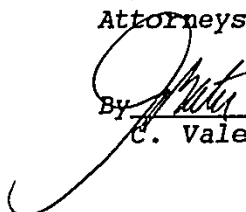
Enclosed is an original and one copy of Articles of Incorporation for filing, together with my check in the amount of \$122.50 to cover your fees.

Please return the certified copy to me at the address above.

Thank you for your assistance.

Very truly yours,

BATES & BROWN
Attorneys at Law

By 
C. Valentine Bates

CVB/jc
Enclosures
Check No. 2619

FILED
97 MAR -5 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



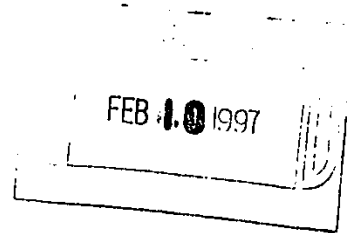
FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 6, 1997

C. VALENTINE BATES, ESQ.
ATTN: JEAN
5 SW 2ND PLACE
GAINESVILLE, FL 32601

SUBJECT: SUPER THREE TOYOTA DEALERS, INC.
Ref. Number: W97000003099



We have received your document for SUPER THREE TOYOTA DEALERS, 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 purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 897A00006500

Please Process
3/5/97

**ARTICLES of INCORPORATION
of
SUPER THREE TOYOTA DEALERS, INC.**

FILED
97 MAR -5 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be SUPER THREE TOYOTA DEALERS, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the State of Florida. This corporation's duration shall be perpetual.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, State of Florida, or any other state, country, territory, or nation.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of common stock at \$1.00 par value per share.

The owners and holders of the stock of this corporation shall be known as "members".

ARTICLE V. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Directors. Any certificate or other document filed, under any provision of the law which

relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Articles of Incorporation authorize the Board of Directors to so act. Such a statement shall be prima facia evidence of such authority.

ARTICLE VII. BOARD OF DIRECTORS

This corporation's initial Board of Directors shall have four directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three.

The directors shall be elected annually by this corporation's members. The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the initial Board of Directors, shall hold office until the election of directors at the first annual membership meeting.

The name and address of each individual who shall serve as a member of the initial Board of Directors are:

Adam Rohlinan - 3345 N. Main St., Gainesville, FL 32609
Andy Moore - U.S. 90 West, Lake City, FL 32056
Phil Moses - 1420 South 1st Street, Lake City, FL 32025
Frank Deluca - 1719 S.W. College Rd., Hwy. 200 West, Ocala, FL 34474

ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	Adam Rohlman
Vice President	Andy Moore
Secretary	Frank Deluca
Treasurer	Phil Moses

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this

corporation's initial registered office shall be:

1420 South 1st Street, Lake City, FL 32025.

The name of the individual who shall serve as this corporation's initial registered agent, and his address, is:

C. Valentine Bates
5 SW 2nd Place, Gainesville, FL 32601

ARTICLE X. INCORPORATOR

The name and address of each of the subscribers to these Articles of Incorporation are:

Adam Rohlman - 3345 N. Main Street, Gainesville, FL 32609
Andy Moore - U.S. 90 West, Lake City, FL 32056
Phil Moses - 1420 South 1st Street, Lake City, FL 32025
Frank Deluca - 1719 S.W. College Rd., Hwy. 200 West, Ocala, FL 34474



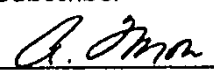
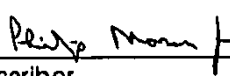
ARTICLE XI. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

ARTICLE XII. AMENDMENT

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of a majority of the quorum of this corporation's members.

The undersigned, constituting this corporation's designated registered agent and this corporation's subscribers, for the purpose of forming this corporation under the laws of Florida, have executed these Articles of Incorporation, on the dates indicated next to their signatures.

 Subscriber	12/3/96 Date
 Subscriber	12/5/96 Date
 Subscriber	1/13/97 Date
 Subscriber	1-17-97 Date

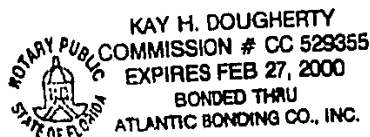
I hereby accept my designation as resident agent and agree to serve as the resident agent of SUPER THREE TOYOTA DEALERS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for SUPER THREE TOYOTA DEALERS, INC.

C. Valentine Bates
C. VALENTINE BATES - Registered Agent

STATE OF FLORIDA
COUNTY OF Alachua

On December 2, 1996, C. VALENTINE BATES, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or produced his Florida driver's license as identification, and who personally appeared before me at the time of notarization, and acknowledged signing these Articles of Incorporation of SUPER THREE TOYOTA DEALERS, INC.

Kay H Dougherty
Notary Public
Kay H. Dougherty
(Notary Public - Printed Or Typed Name)



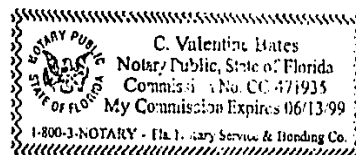
Commission Expiration Date & Commission Number:

(SEAL)

STATE OF FLORIDA
COUNTY OF Alachua

On December 3, 1996, ADAM ROHLMAN, designated above as a subscriber to these Articles of Incorporation, who is personally known to me, or produced his Florida driver's license as identification, and who personally appeared before me at the time of signing these Articles, and acknowledged signing these Articles of Incorporation of SUPER THREE TOYOTA DEALERS, INC.

C. Valentine Bates
Notary Public
C. VALENTINE BATES
(Notary Public - Printed Or Typed Name)



Commission Expiration Date & Commission Number:

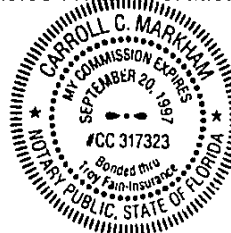
(SEAL)

STATE OF FLORIDA
COUNTY OF Columbia

On 1/13/97, ANDY MOORE, designated above as a subscriber to these Articles of Incorporation, who is personally known to me, or produced his Florida driver's license as identification, and who personally appeared before me at the time of signing these Articles, and acknowledged signing these Articles of Incorporation of SUPER THREE TOYOTA DEALERS, INC.

Carroll C. Markham
Notary Public

(Notary Public - Printed Or Typed Name)



Commission Expiration Date & Commission Number:

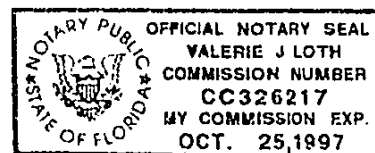
(SEAL)

STATE OF FLORIDA
COUNTY OF COLUMBIA

On JANUARY 17, 1997, PHIL MOSES, designated above as a subscriber to these Articles of Incorporation, who is personally known to me, or produced his Florida driver's license as identification, and who personally appeared before me at the time of signing these Articles, and acknowledged signing these Articles of Incorporation of SUPER THREE TOYOTA DEALERS, INC.

Valerie J. Loth
Notary Public

(Notary Public - Printed Or Typed Name)



Commission Expiration Date & Commission Number:

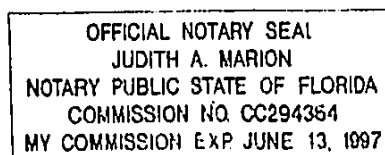
(SEAL)

STATE OF FLORIDA
COUNTY OF MARION

On December 5, 1996, FRANK DELUCA, designated above as a subscriber to these Articles of Incorporation, who is personally known to me, or produced his Florida driver's license as identification, and who personally appeared before me at the time of signing these Articles, and acknowledged signing these Articles of Incorporation of SUPER THREE TOYOTA DEALERS, INC.

JUDITH A. MARION
Notary Public

(Notary Public - Printed Or Typed Name)



Commission Expiration Date & Commission Number:

(SEAL)

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