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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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CERTIFIED COPY

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1.) Direct Buy, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

K.R. APR 22 1997

FILED
97 APR 22 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97
RECEIVED
APR 22 AM 11:10
DEPT. OF REVENUE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Direct Buy, Inc.

FILED
97 APR 22 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby certify and file this Certificate of Incorporation under the provision and subject to the laws of the State of Florida, for the purposes of the transaction of business and conduct and promotion of the objects and purposes stated in this document.

The name of the incorporation (hereinafter called the Corporation) is:

Direct Buy, Inc.

The Corporation's principal place of business is located in the City of Maitland (Zip code 32792), the County of Seminole, in the State of Florida, at the street and number of 1780 Ridgewood Avenue.

The nature of the business and purposes to be conducted and promoted by the Corporation are to market and facilitate the sale of used cars, in addition to the authority to purpose and to engage in any lawful activity for which corporations may be organized under the General Corporation Laws of the State of Florida.

The name and address of each of the incorporators:

Rodney K. Snell
1780 Ridgewood Avenue
Maitland, FL 32751

The name and address of each of the original directors is:

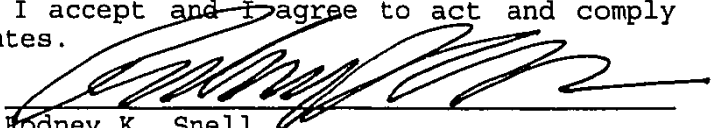
Rodney K. Snell
1780 Ridgewood Avenue
Maitland, FL 32751

The Corporation shall have perpetual existence.

The total number of share of stock which the corporation is authorized to issue is 10,000 with a par value of .10 each. All shares of stock shall be of one class and are Common Stock. The number of shares of stock originally issued is 7,500.

The registered address of this corporation shall be 1780 Ridgewood Avenue, Maitland, FL 32791 and the Registered Agent shall be Rodney K. Snell.

I, Rodney K. Snell, having been named resident and registered agent hereby accept designation as resident and registered agent of the above named corporation. I accept and I agree to act and comply with all applicable statutes.


Rodney K. Snell

4/21/97
DATE

IN WITNESS WHEREOF, we, the undersigned incorporators, do hereby further certify that the facts hereinabove stated are truly set forth and have set our respective signatures and seals.

Dated at: ALTAMONTE SPRINGS, FL 4/21/97
Place Month, Day, Year

(seal) 

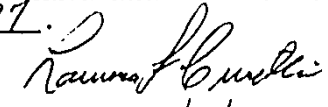
(seal)

State of Florida

County of

On the below listed date the following person personally appeared before me: RODNEY K. SNELL an incorporator who signed the foregoing Articles of Incorporation, known to me personally to be such and are familiar with the provisions and contents of the Articles of Incorporation, he acknowledged the act of signing his name and states that the facts of the above document are truly set forth.

Given under my hand and seal of office this 21st day of APRIL 1997.

Notary Public 

My Commission expires: 5/27/2000



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TALLAHASSEE, FLORIDA