

P970000 37946



ACCOUNT NO. : 072100000032

REFERENCE : 346664 7128319

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 28, 1997

ORDER TIME : 4:17 PM

ORDER NO. : 346664-005

CUSTOMER NO: 7128319

400002157914--5
-04/29/97--01020--006
*****122.50 *****122.50

CUSTOMER: Ms. Sylvia E. Chappell
VAN CAMP AND WILLIAMS, P.A.

4324 Edgewater Drive

Orlando, FL 32804

DOMESTIC FILING

NAME: RIGHT CHOICE USED CARS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA
 97 APR 29 AM 9:31
 97 APR 29 AM 9:07
 CORPORATION

3

EFFECTIVE DATE
5/1/97

ARTICLES OF INCORPORATION

- I. The name of this Corporation is: RIGHT CHOICE USED CARS, INC.
- II. The Corporation may diversify to engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida.
- III. The amount of capital stock authorized is 500 shares of common stock having a par value of \$1.00 per share.
- IV. The amount of capital with which the Corporation will begin business is \$500.00.
- V. The Corporation is to have perpetual existence, said existence to commence on May 1, 1997.
- VI. The initial street address of the principal office of the Corporation is 2840 S. Highway 17-92, Casselberry, FL 32707
- VII. The Corporation will not have directors. The business of the Corporation shall be managed by the Stockholder(s).
- VIII. The name and street address of the person signing the Articles of Incorporation is:

FILED
97 APR 29 AM 9:31
TALLAHASSEE, FLORIDA

SYLVIA CHAPPELL
400 RINGWOOD CIRCLE
WINTER SPRINGS, FL 32708

Sylvia Chappell
SYLVIA CHAPPELL
PRESIDENT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared SYLVIA CHAPPELL, who is personally known to me, who, being first duly sworn, deposes and says that she has read the foregoing; that the facts and matters are true and correct; and that she has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 24th day of APRIL 1997.

Jennifer R. Stauffer
NOTARY PUBLIC

STATE OF FLORIDA
My Commission Expires:



JENNIFER R. STAUFFER
COMMISSION # CC 490349
EXPIRES SEP 25, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served and names of the officers and directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:


RIGHT CHOICE USED CARS, INC.

A corporation organized (or organizing) under the laws of the State of Florida with its principle office at 2840 S. Highway 17-92, Casselberry, County of Seminole, State of Florida, has named Sylvia Chappell, located at 400 Ringwood Circle, Winter Springs, County of Seminole, State of Florida, as its agent to accept service of process within this state.

OFFICERS

Name:	Title:	Address:
Sylvia Chappell	President/Treasurer	400 Ringwood Circle Winter Springs, FL 32708
Sylvia Chappell	Vice Pres/Secretary	400 Ringwood Circle Winter Springs, FL 32708

I agree as Resident Agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as prescribed by law.


SYLVIA CHAPPELL
RESIDENT AGENT

FILED
TALLAHASSEE, FLORIDA

SEP 29 AM 9:31

P97000037947

MATTHEW JOSEPH DICKERSON
Attorney and Counsellor at Law

April 18, 1997

BRANDON LAKES PLAZA
2020 WEST BRANDON BLVD., SUITE 206
BRANDON, FLORIDA 33511
TELEPHONE (813) 655-1801
FACSIMILE (813) 655-1901

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Corporation: NTO Services, Inc.
Our File No.: 3465/5322

500002157025--9
-04/28/97--01113--020
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find the following:

1. One original and a copy of the Articles of Incorporation of the above referenced corporation.
2. A check in the amount of \$122.50 made payable to the Secretary of State to cover the appropriate filing fees.

Please file the Articles of Incorporation and return to the undersigned your Certificate of Incorporation and certified copy of the Articles of Incorporation. If you have any questions whatsoever, please do not hesitate to contact the undersigned.

Thank you for your assistance in this matter.

Sincerely,



M. Joseph Dickerson

Enclosures

MJD:pb
NTOCORP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 28 AM 10:01

D. BROWN APR 29 1997

**ARTICLES OF INCORPORATION
OF
NTO SERVICES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 28 AM 10: 01

ARTICLE I- NAME OF CORPORATION

The name of this Corporation is: NTO Services, Inc.

ARTICLE II- DURATION OF CORPORATE EXISTENCE

The duration of the Corporation shall be perpetual.

ARTICLE III- PURPOSE OF CORPORATION

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV- CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares". Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V- PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

2020 West Brandon Blvd., Suite 206, Brandon, Florida 33511

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

A. The street address of the initial registered office of this Corporation is:

2020 West Brandon Blvd., Suite 206, Brandon, Florida 33511

B. The name of the initial Registered Agent of this Corporation at such address is:

Matthew J. Dickeson

ARTICLE VII- BOARD OF DIRECTORS

This Corporation shall have one Director(s) initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Director(s) of this Corporation are:

Matthew J. Dickerson, 2020 West Brandon Blvd., Suite 206, Brandon, Florida 33511

ARTICLE VIII- INCORPORATOR

- A. The name of the person signing these Articles is: Matthew J. Dickerson
- B. The address of the person signing these Articles of Incorporation is:
2020 West Brandon Blvd., Suite 206, Brandon, Florida 33511

ARTICLE IX- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X- REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XI- INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such

relationship or interest or because such Director or Directors are present at the meeting of the board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

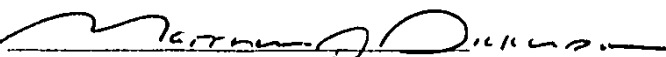
b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

ARTICLE XII- EXTRAORDINARY ACTION

The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of April, 1997.


MATTHEW J. DICKERSON

STATE OF FLORIDA:

COUNTY OF HILLSBOROUGH:

THE FOREGOING INSTRUMENT was acknowledged before me this 25th day of April, 1997 by Matthew J. Dickerson, who is personally known to me or _____ has produced _____ as identification and did not take an oath. [Notary, check appropriate blank; and, if obtaining identification, fill in appropriate identification number.]



Notary Public

(Printed Name of Notary)



DAVID B MAGIE
My Commission CC445011
Expires Mar. 16, 1999
Bonded by HAI
800-422-1588

My Commission Expires:

(Serial Number, if any)

MJD:pb
NTOCORP

ACKNOWLEDGMENT OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 28 AM 10:01

Having been named to accept service of process for NTO Services, Inc. at the [redacted] designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.04, Florida Statutes, relative to keeping open said office.


MATTHEW J. DICKERSON

MJD:pbc
NTOCORP