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LAW OFFICES
SCRUGGS & CARMICHAEL, P.A.
1 S.E. FIRST AVENUE (ZIP 32601)
P. O. BOX 23109 (ZIP 32602)
GAINESVILLE, FLORIDA
TELEPHONE (352) 376-5242
FAX (352) 375-0690
DOWNTOWN OFFICE

MITZI COCKRELL AUSTIN
JEFFERSON M. BRASWELL
STEVEN M. CHAMBERLAIN, LL.M.
MARY DAY COKER
STAN CUSIDIAN
KEVIN DALY
PHILIP A. DELANEY
JEFFREY R. DOLLINGER
RAYMOND H. IVEY
JAMES G. LARCHE, JR.
JOHN F. ROSCOW, III
JOHN G. STINSON

SIGSBEE L. SCRUGGS
1898 - 1983
PARKS M. CARMICHAEL
1909 - 1994
WILLIAM D. PRIDGEOON
1933 - 1980
MICHELLE VAUGHNS
1946 - 1982
RETIRED
RAY D. HELPLING
WILLIAM H. LONG
OF COUNSEL
WILLIAM C. ANDREWS

May 19, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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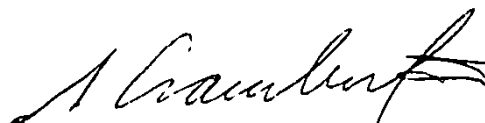
RE: DERRICK'S USED CARS, INC.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation. Please file same in your usual manner. I have enclosed a check in the amount of \$70.00 for filing fees and registered agent designation.

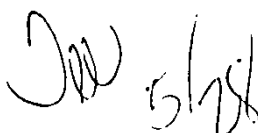
Sincerely yours,

EFFECTIVE DATE
5-19-97


Steven M. Chamberlain

Enclosures

(2)



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 AM 9:33

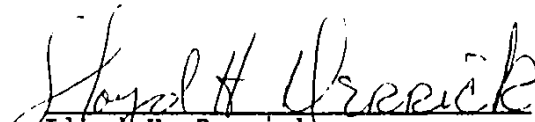
EFFECTIVE DATE
5/19/97

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ARTICLES OF INCORPORATION OF
DERRICK'S USED CARS, INC.

1. Name. The name of the corporation is: DERRICK'S USED CARS, INC.
2. Purpose. The corporation may engage in any legal business.
3. Stock. The maximum number and class of shares of capital stock this corporation is authorized to have outstanding is 1,000 shares of common capital stock of a par value of \$1.00 per share. The corporation shall have a lien on its shares of stock for any debt or liability incurred to it by a stockholder before being notified of the transfer or levy on such shares.
4. Existence. The corporation shall have perpetual existence. The corporation shall commence existence on May 19, 1997.
5. Registered Agent. The initial street address in the State of Florida of the initial registered office of the proposed corporation is 7016 S.E. 176th Street, Hawthorne, Florida 32640 and the name of its initial registered agent at such address is Lloyd H. Derrick.
6. Location. The business is located at 7016 S.E. 176th Street, Hawthorne, Florida 32640 and the mailing address is Route 3, Box 272-A, Hawthorne, Florida 32640.
7. Management. Business of the corporation shall be managed by the stockholders.
8. Incorporator. The name and address of the person signing these Articles of Incorporation as incorporator is as follows: Lloyd H. Derrick, Route 3, Box 272-A, Hawthorne, Florida 32640.
9. Affiliated Transactions. The provisions of Fla. Stat. §607.0901 shall not apply to this corporation.

The undersigned, being the original incorporator and registered agent hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, that the undersigned is familiar with and accepts the duties and obligations as registered agent for said corporation and accordingly, has executed this document on this 19th day of May, 1997.


Lloyd H. Derrick