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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: ~~JOHN C RODRIGUEZ~~ LUIS
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: AUTOLAND OF BREVARD, INC.
AUDIT NUMBER.....H97000010168
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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ARTICLES OF INCORPORATION

EFFECTIVE DATE
6-14-97

Article I. Name

The name of this Florida corporation is:
AutoLand of Brevard, Inc.

Article II. Address

The mailing address of the Corporation is:
AutoLand of Brevard, Inc.
490 Manor Drive
Merritt Island FL 32952

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Wayne R. Comley
490 Manor Drive
Merritt Island FL 32952

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Wayne R. Comley

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Nancy Arroyo | FL Bar Member 289655
Arroyo & Arroyo, P.A.
1928 S. Patrick Drive
Indian Harbour Beach FL 32937
407-777-0703

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

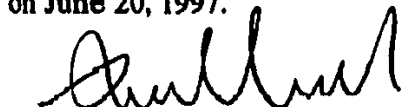
The name and address of the incorporator is:

Nancy Arroyo
Arroyo & Arroyo, P.A.
1928 S. Patrick Drive
Indian Harbour Beach FL 32937

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 19, 1997.

The undersigned incorporator executed these Articles of Incorporation on June 20, 1997.



NANCY ARROYO
by L.A. Uriarte as attorney-in-fact

Nancy Arroyo | FL Bar Member 289655
Arroyo & Arroyo, P.A.
1928 S. Patrick Drive
Indian Harbour Beach FL 32937
407-777-0703

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

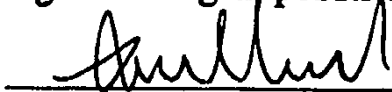
CORPORATION:

AutoLand of Brevard, Inc.

REGISTERED AGENT/OFFICE:

Wayne R. Comley
490 Manor Drive
Merritt Island FL 32952

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



WAYNER R. COMLEY

by L.A. Uriarte as attorney-in-fact

Date: June 20, 1997

Nancy Arroyo | FL Bar Member 289655
Arroyo & Arroyo, P.A.
1928 S. Patrick Drive
Indian Harbour Beach FL 32937
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