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FLORIDA DIVISION OF CORPORATIONS

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FROM: HARRIS, BARRETT, MANN & DEW
072720000016

ACCT#:

CONTACT: OUIDA FOX

PHONE: (813) 892-3100

FAX #:

(813) 898-0227

NAME: D.J.'S WHOLESALE CARS, INC.

AUDIT NUMBER.....H97000012515

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FAX AUDIT NO. H97000012515

ARTICLES OF INCORPORATION
OF

D.J.'S WHOLESALE CARS, INC.

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97 JUL 31 PM 8 42
SECTION 1
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is D.J.'S WHOLESALE CARS, INC.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business
permitted under the laws of the United States and of the State of
Florida.

THIS INSTRUMENT WAS PREPARED BY:
JOHN C. DEW, ESQUIRE
HARRIS, BARRETT, MANN & DEW
P.O. DRAWER 1441
ST. PETERSBURG, FL 33731-1441
(813) 892-3100
FBN: 0019411

FAX AUDIT NO. H97000012515

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ARTICLE IIICAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) share of common stock of One and NO/100 (\$1.00) Dollars per share par value.

ARTICLE IVDURATION

This corporation is to exist perpetually.

ARTICLE VPRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 2250 Central Avenue, St. Petersburg, Pinellas County, Florida 33712.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Don Kelly, 2250 Central Avenue St. Petersburg, Florida 33712. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

FAX AUDIT NO. H97000012515

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have two (2) directors, the names of whom are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James Dawson	1365 Snell Isle Blvd., N.E. St. Petersburg, FL 33704
Don Kelly	3434 - 12th Avenue South St. Petersburg, FL 33711

ARTICLE VII

OFFICERS

The names and addresses of the officers of this corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
James Dawson / President	1365 Snell Isle Blvd., N.E. St. Petersburg, FL 33704
Don Kelly / Vice President/Secretary/ Treasurer	3434 - 12th Avenue South St. Petersburg, FL 33711

ARTICLE VIII

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE IXBY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XAMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

ARTICLE XIINCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAMEADDRESS

James Dawson

1365 Snell Isle Blvd., N.E.
St. Petersburg, FL 33704


Don Kelly 3434 - 12th Avenue South

St. Petersburg, FL 33711

FAX AUDIT NO. H97000012515

IN WITNESS WHEREOF, these Articles of Incorporation have been
signed, as Incorporator, by: James Dawson and Don Kelly.

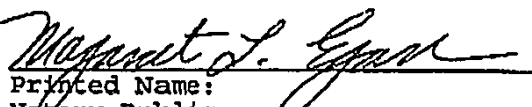
Dated this 31st day of July, 1997.


James Dawson


Don Kelly

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 31st
day of July, 1997, by James Dawson, who is personally
known to me or who has produced L.D. Card 9250-441-457-106-0
identification.

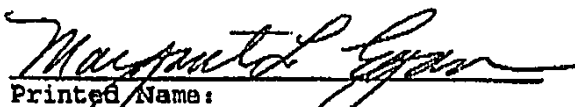

Printed Name:
Notary Public
My Commission Expires:
Serial Number:



Margaret L. Egan
MY COMMISSION # 00501305 EXPIRES
January 31, 2000
BONDED THROUGH FARM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 31st
day of July, 1997, by Don Kelly, who is personally
known to me or who has produced FL-IR-LIC K400-160-59-2850
identification.


Printed Name:
Notary Public
My Commission Expires:
Serial Number:



Margaret L. Egan
MY COMMISSION # 00501305 EXPIRES
January 31, 2000
BONDED THROUGH FARM INSURANCE, INC.

03JD-ART

FAX AUDIT NO. H97000012515

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That D.J.'S WHOLESALE CARS, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named Don Kelly, located at 2250 Central Avenue, St. Petersburg, FL 33712, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Registered Agent

03JD.BA

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97 JUL 31 21 8 42
TALLAHASSEE, FLORIDA

FAX AUDIT NO. H97000012515

TOTAL P.08