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July 31, 1997

VIA OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Articles of Incorporation - New Corporate Formation**
TOP DOLLAR AUTO, INC.

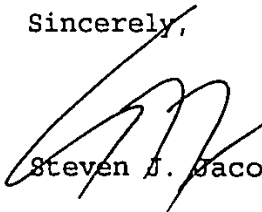
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****122.50 ****122.50

Dear Division of Corporations:

Enclosed please find check no. 001507 in the amount of \$122.50 payable to the Department of State and the original and (1) copy of the fully executed Articles of Incorporation for the above-referenced corporation. Please return a Certified Copy of the Articles of Incorporation and the Charter number to the **above-captioned address.**

Thank you for your assistance.

Sincerely,


Steven J. Jacobson

SJJ:srs
enclosures

AUG 5 11:35B

FILED
97 AUG -1 AM 10:16
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
TOP DOLLAR AUTO, INC.

97 AUG -1 AM 10:16

STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby certifies:

FIRST: The name of the corporation shall be:

TOP DOLLAR AUTO, INC.

SECOND: The place in Florida where its principal office is to be located is: 1730 Lee Road, Suite A, Orlando, Florida 32810, Orange County.

THIRD: The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under the laws of the State of Florida.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is One Thousand (1,000) shares which shall consist of:

- (a) Two Hundred (200) shares shall be Class "A" common shares, One Cent (\$.01) par value, and shall possess all of the voting rights of the corporation as hereinafter determined; and
- (b) Eight Hundred (800) shares shall be Class "B" common shares, One Cent (\$.01) par value, and shall be non-voting.
- (c) The express terms of the shares of each class are as follows:
 - (1) No dividends shall be declared or paid on any class unless at the same time there shall be declared or paid, as the case may be, a dividend in the form of cash or property in an equal amount per share on the other class;
 - (2) In the event of a share dividend the dividend shall be payable in the same class;
 - (3) No holder of shares of the corporation shall have a preemptive right to subscribe for or to purchase any shares of any class of the corporation whether now or hereafter authorized; and
 - (4) Each class of shares shall be treated equally upon the dissolution, termination or winding up of the corporation.

FIFTH: The amount of stated capital with which the corporation shall begin business is Five Hundred (\$500) Dollars.

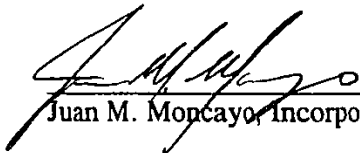
SIXTH: The registered agent shall be: Juan M. Moncayo, 1730 Lee Road, Suite A, Orlando, Florida 32810, Orange County.

SEVENTH: The incorporator is: Juan M. Moncayo, 1730 Lee Road, Suite A, Orlando, Florida 32810, Orange County.

EIGHTH: The corporation may purchase its own shares on prorata and/or non-prorata basis when authorized to do so by its Board of Directors.

NINTH: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 29 day of July, 1997.



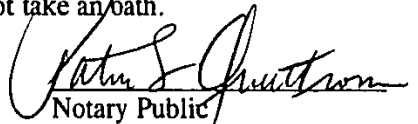
Juan M. Moncayo, Incorporator

STATE OF FLORIDA .
COUNTY OF MARION

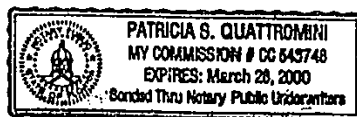
The foregoing instrument was acknowledged before me this 29 day of July, 1997, by JUAN M. MONCAYO, who is personally known to me or has produced driver's license [issued by a state of the United States within the last five (5) years] as identification, and who did not take an oath.

FLDL m520 433 57 0140

My commission expires:

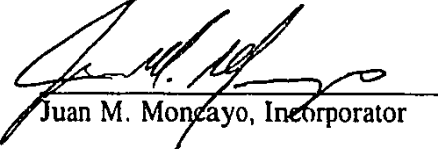


Notary Public



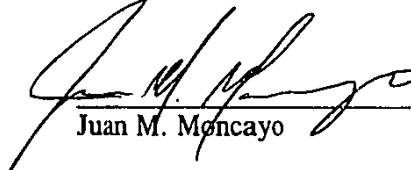
APPOINTMENT OF STATUTORY AGENT

The undersigned incorporator of TOP DOLLAR AUTO, INC. hereby appoints JUAN M. MONCAYO, a natural person resident in the county in which the corporation has its principal office, upon whom any process, notice of demand required or permitted by statute to be served upon the corporation may be served. His complete address is: 1730 Lee Road, Suite A, Orlando, Florida 32810, Orange County.


Juan M. Moncayo, Incorporator

Gentlemen:

I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.


Juan M. Moncayo

FILED
JAN 10 1996
ORANGE COUNTY, FLORIDA