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August 1, 1997

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-08/05/97-01010--011

****122.50 ****122.50

Subj: Incorporation of LARSON & LARSON AUTOMOTIVE INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$122.50 to cover the filing fee.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 1103 W. Hibiscus Blvd #302, W. Melbourne, FL 32904.

Thank you for your assistance in this matter.

Sincerely,



DAVID M. LARSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LARSON & LARSON AUTOMOTIVE INC.

ARTICLE I. NAME

The name of this corporation is LARSON & LARSON AUTOMOTIVE INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 783 Beacon St. N.W., Palm Bay, Florida 32907, and the name of the initial registered agent of this corporation at that address is DAVID M. LARSON.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors 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 names and addresses of the initial directors of this corporation are:

DAVID M. LARSON
8033 Bracken Ln.
Viera, FL 32940

DOUGLAS P. LARSON
1212 Stadt Rd. N.W.
Palm Bay, FL 32907

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 6251 Babcock St. N.E. #H, Palm Bay, Florida 32909, and the mailing address of the corporation is 1212 Stadt Rd. N.W., Palm Bay, Florida 32907.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

DAVID M. LARSON
8033 Bracken Ln.
Viera, FL 32940

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 1st day of August, 1997.

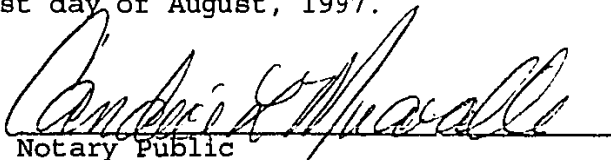
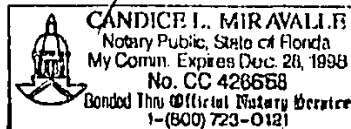


DAVID M. LARSON

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DAVID M. LARSON, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 1st day of August, 1997.


Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That LARSON & LARSON AUTOMOTIVE INC., desiring to organize under the laws of the State of Florida, with its principal office at 6251 Babcock St. N.E. #H, Palm Bay, Brevard County, Florida 32909 has named DAVID M. LARSON, located at 783 Beacon St. N.W., Palm Bay, Brevard County, Florida 32907, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



DAVID M. LARSON
Registered Agent