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BENNETT CORPORATE OFFICE

2611 Seville Boulevard Suite "B"
Clearwater, Florida 34624
Tel No. (813) 797-5800

JEFFREY MARK SHERMAN, ESQ.
GENERAL COUNSEL

August 8, 1997

Department Of State
CORPORATE DIVISION
409 East Gaines Street
TALLAHASSEE, FL. 32399

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-08/11/97-01145-017-2
****122.50 ****122.50

RE: ARTICLES OF INCORPORATION FOR
Bennett Automotive Enterprises Company

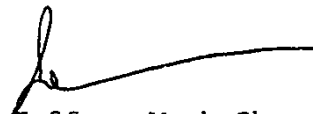
Dear Sirs:

Enclosed herewith please find our check in the sum of \$122.50 and an original and one copy of the Articles of Incorporation of Bennett Automotive Enterprises Company, and a return federal express form and envelope.

Kindly forward a copy of the articles to the above address.

Thank you.

Very truly yours,



Jeffrey Mark Sherman
General Counsel

JMS/sjs

(7)

Dmc
8/13/97

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97 AUG 11 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BENNETT AUTOMOTIVE GROUP INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME: The name of this corporation shall be:

BENNETT AUTOMOTIVE GROUP INC.

and its initial principal office shall be at 2611 Seville Blvd. Suite "B", Clearwater, Florida 34624.

ARTICLE II

DURATION: This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK: The corporation shall be authorized to issue two classes of stock, one being designated as Class "A", or "common" voting stock and the second class being designated Class "B" or "preferred" stock. The total number of shares of Class "A" common stock which the corporation is authorized to issue is \$50,000,000 shares of common stock, with a par value of \$.01 per share. The common stock shall be the only class of stock with voting rights in the corporation. The total number of authorized stock which is initially sold shall be fully paid before the corporation begins transaction of business.

The total number of shares of Class "B" preferred stock which the corporation is authorized to issue is 1,000,000. The preferred shares shall have a priority over Class "A" on the distribution of dividends and priority on distributions upon dissolution. The preferred stock shall be entitled to dividends in the amount of ten (10%) per annum, which dividends are cumulative.

The preferred stock shall be convertible or redeemable in the event of a public offering of shares of common stock. In the event of conversion or redemption, the preferred shares will be valued as more fully set forth in the private placement which initially offered the preferred shares.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is JEFFREY M. SHERMAN, 2611 Seville Blvd. Suite "B", Clearwater, Florida 34624.

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than five members as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the common stock of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all of the stockholders of the corporation, the above describe Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to

shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the consent requires, the shareholders shall be deemed the directors of corporation for purpose of applying applicable state law. The name(s) and address(es) of the first Board of Directors are:

WILLIAM O. BENNETT
2611 Seville Blvd. Suite B.
Clearwater, Fl. 34624

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of one director. This director shall hold office until his successors are duly elected and qualified.

The Board of Directors of the corporation may elect to issue shares of stock without certificates in compliance with Fla. Stat. §607.0626.

ARTICLE VII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice-President, Secretary and Treasurer, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following person(s) shall hold the below-designated offices until their successors are elected and qualified:

President/Secretary/Treasurer/- William O.Bennett

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the corporation is JEFFREY M. SHERMAN, 2611 Seville Blvd. Suite B. Clearwater Fl. 34624.

ARTICLE IX

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized may be increased by a 60% vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

ARTICLE X

SECTION 1244 ELECTION: The first meeting of Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

ARTICLE XI

BY-LAWS: The power to adopt, alter, amend or repeal the By-Laws should be vested in the Board of Directors.

ARTICLE XII

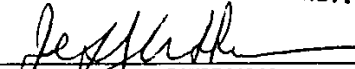
AMENDMENT: The power to amend these articles shall be held exclusively by the stockholders. An amendment hereto shall require a two-third (2/3) vote of all outstanding common stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 8th day of August, 1997.

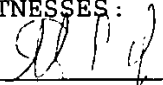

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


JEFFREY M. SHERMAN

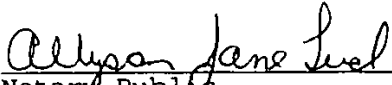
WITNESSES:

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared JEFFREY M. SHERMAN, as Incorporator, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this August 8, 1997.


Notary Public
My Commission Expires: 1-29-00

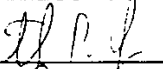




ALLYSON JANE LU
My Comm Exp. 1/29/00
Bonded By Service Ins
No. CC528265

☒ Personally Known ☐ Other

IN WITNESS WHEREOF, The undersigned registered agent hereby accepts such designation on this August 8, 1997.

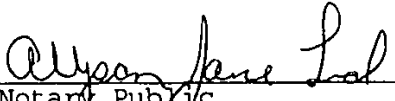
WITNESSES:

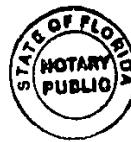




JEFFREY M. SHERMAN

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared JEFFREY M. SHERMAN, as Registered Agent, to me well known to be the person describe in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.
WITNESS my hand and official seal this August 8, 1997.


Notary Public
My Commission Expires: 1-29-00



ALLYSON JANE LU
My Comm Exp. 1/29/00
Bonded By Service Ins
No. CC528263

☒ Personally Known ☐ Other