

CASS & GRAHAM

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

112 SOUTH MAGNOLIA AVENUE
TAMPA, FLORIDA 33606

(813) 253-2997
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September 9, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400002287104--6
-09/08/97--01109--014
*****70.00 *****70.00

Greetings:

Please file Articles of Incorporation for DEALERS FINANCIAL
& INSURANCE SERVICES, INC.

An original and a copy of the Articles are enclosed along
with an Acceptance of Appointment as Registered Agent and a check
in the amount of \$70.00. The check represents payment of the
following fees:

Filing Fee	\$ 35.00
Registered Agent Appointment	<u>35.00</u>
Total	<u>\$ 70.00</u>


EFFECTIVE DATE
9-5-97

Please send the date-stamped copy of the Articles to me at
the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,


Andrew L. Graham

SEP 11 1997
TALLAHASSEE, FLORIDA

97 SEP -8 PM 12:24

FILED


9/18/97

**ARTICLES OF INCORPORATION
OF
DEALERS FINANCIAL & INSURANCE SERVICES, INC.**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

FILED
97 SEP -8 PM 12:24
SECRET
TALLAHASSEE
FLORIDA

ARTICLE I NAME

The name of this corporation is DEALERS FINANCIAL & INSURANCE SERVICES, INC.

EFFECTIVE DATE
9-5-97

ARTICLE II ADDRESS

The corporation's address is 988 Boulevard of the Arts, Suite 115, Sarasota, Florida 34236.

ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence September 5, 1997; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

The corporation is authorized to issue 1,000 shares of \$0.01 par value common stock, each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation. Shareholders of the corporation will not have preemptive rights.

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 112 South Magnolia Avenue, Tampa, Florida 33606 and the initial registered agent at that same address is Andrew L. Graham.

ARTICLE VII INITIAL DIRECTOR

The following individual will be the initial director of the corporation:


J.E. Thomas, Jr.

The initial director will hold office for the first year of the corporation's existence and until his successor is duly elected and qualified, subject to his earlier resignation, or his removal from office by the shareholders of the corporation any time with or without cause.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is Andrew L. Graham, 112 South Magnolia Avenue, Tampa, Florida 33606

The undersigned incorporator has executed these Articles of Incorporation this 5th
day of September, 1997.



Andrew L. Graham, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation set forth below. I am familiar with and accept the obligations of this position.

1. The name of the corporation is DEALERS FINANCIAL & INSURANCE SERVICES, INC.

2. The name and address of the registered agent is:

Andrew L. Graham
112 South Magnolia Avenue
Tampa, Florida 33606



Andrew L. Graham

Date: 9/5/97

FILED
97 SEP -8 PM 12:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE