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CHARLES PERRY, ATTORNEY
1100 Cleveland Street, Suite 900
Clearwater, FL 34615
(813) 442-9330 Fax: 461-1872

August 21, 1997

Secretary of State
Division of Corporations
New Filings
PO Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

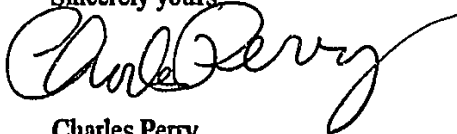
RE: Independent Auto Dealer Clearing House, Inc

Dear Sir:

Enclosed please find the original and one copy of the articles of incorporation of the above corporation. I do not desire a certified copy. Please stamp the copy and return to me with a certificate of status.

A check for \$78.75 is enclosed.

Sincerely yours,



Charles Perry

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 11 PM 12:10

W97-19796
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9/12

CHARLES PERRY, ATTORNEY
1100 Cleveland Street
Suite 900
Clearwater, FL 34615
(813) 442-9330
Fax: 461-1872
e-mail: jazzzz@gte.net

September 10, 1997\

Sharon Tala, Doc. Spec. Sup.
Secretary of State, Div. Of Corp.
PO Box 6327
Tallahassee, FL 32314

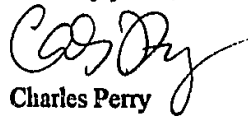
Re: Ref #W97000019796

Dear Ms. Tala:

Enclosed please find the revised articles of incorporation for Independent auto Dealer Clearing House, Inc.

Please send a certificate of status with the copy of the filed articles. This has already been paid for.

Sincerely yours,


Charles Perry



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 28, 1997

CHARLES PERRY, ESQ.
1100 CLEVELAND STREET, STE. 900
CLEARWATER, FL 34615

SUBJECT: INDEPENDENT AUTO DEALER CLEARING HOUSE, INC.
Ref. Number: W97000019796

We have received your document for INDEPENDENT AUTO DEALER CLEARING HOUSE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please delete Article number 12. The date of receipt of the articles in this office is the date the corporation is deemed active. There is a provision however, for an effective date of no more than 5 days prior to the date of receipt, or up to 90 days in the future.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 297A00043347

ARTICLES OF INCORPORATION

OF

INDEPENDENT AUTO DEALER CLEARING HOUSE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is INDEPENDENT AUTO DEALER CLEARING HOUSE, INC..
2. The period of its duration is perpetual.
3. The purpose of the corporation is to engage in any businesses or activities which are permitted under the laws of the United States and the State of Florida. Any business conducted prior to the date of incorporation is confirmed and ratified.
4. The corporation shall have authority to issue 10,000 shares of one dollar par value common stock.
5. The address of the corporation's initial registered office is 1100 Cleveland Street, Clearwater, FL 33755. The name of the registered agent at such address is Charles Perry.
6. The principal office of the corporation is located at 3601 93d Avenue, Pinellas Park, FL 33782-5904.
7. The number of directors constituting the initial Board of Directors is one, whose name and address is Hal Casey and Dorothy a. Casey, both of 3601 93d Avenue North, Pinellas Park, FL 33782-5904.
8. The name and address of the incorporator is Kathy Baird, 1100 Cleveland Street, #900, Clearwater, Florida 33755.

9. The Board of Directors shall have authority to adopt a seal and stock certificates for the use of the corporation.

10. The corporation shall indemnify each director to the fullest extent permitted by law.

11. Corporate existence shall begin on filing.

Kathy Baird
Kathy Baird, Incorporator

STATE OF FLORIDA)
) S.S.
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared Kathy Baird, well known to me to be the person described in and who subscribed the forgoing Articles of Incorporation and did freely and voluntarily acknowledge before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

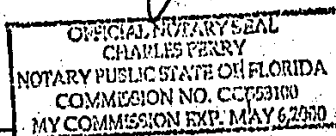
IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Clearwater, in the county and state aforesaid on September 10, 1997.

Charles Perry
NOTARY PUBLIC

My commission expires: _____

Personally Known _____ OR Produced Identification _____

Type of Identification Produced _____



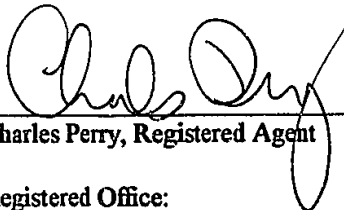
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

In compliance with Section, 48.901, Florida Statutes, the following is submitted:

1. INDEPENDENT AUTO DEALER CLEARING HOUSE, INC. has named Charles Perry as its agent to accept service of process within Florida. The designation is contained in the Articles of Incorporation of such corporation.

2. Having been so named to accept service of process for the above corporation, at the place designated in this certificated, I hereby agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

DATED at Clearwater, Florida on September 10, 1997.



Charles Perry, Registered Agent

Registered Office:

1100 Cleveland Street, Suite 900
Clearwater, FL 33755

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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