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REFERENCE : 550007 5012018

AUTHORIZATION :

Patricia Pappas

COST LIMIT : \$ 122.50

ORDER DATE : October 1, 1997

ORDER TIME : 11:28 AM

ORDER NO. : 550007-005

CUSTOMER NO: 5012018

CUSTOMER: Wilma S. Gallagher, Esq
COGGIN AUTOMOTIVE GROUP

700002808907--4

Po Box 16469

Jacksonville, FL 32245-6469

DOMESTIC FILING

NAME: COGGIN LEASING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
97 OCT -1 PM 2:44
TALLAHASSEE, FLORIDA

97 OCT -1 PM 1:27
TALLAHASSEE, FLORIDA

68N OCT -1 1997

EFFECTIVE DATE
9/29/97

ARTICLES OF INCORPORATION

OF

COGGIN LEASING, INC.

FILED

97 OCT -1 PM 2:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

Section 1.1 Name. The name of the corporation is Coggin Leasing, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 4306 Pablo Oaks Court, Jacksonville, Florida 32224

or

Section 1.3 Mailing Address. The mailing address of the corporation is P.O. Box 16469, Jacksonville, Florida, 32245-6469

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 share of voting common stock having a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is 4306 Pablo Oaks Court, Jacksonville, Florida, 32224, and the name of the initial registered agent of this corporation at that address is Luther Coggin.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Luther Coggin	4306 Pablo Oaks Court, Jacksonville, FL 32224
Charlie (C.B.) Tomm	4306 Pablo Oaks Court, Jacksonville, FL 32224
Nancy D. Noble	4306 Pablo Oaks Court, Jacksonville, FL 32224

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors of the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

Wilma S. Gallagher

ADDRESS

4306 Pablo Oaks Court, Jacksonville, FL 32224

ARTICLE IX

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT

Section 10.1 Amendment. This corporation reserved the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI


POWERS RESERVED TO SHAREHOLDERS

Section 11.1 The following corporate acts shall require approve of a majority of the shareholders:

- a) Increase or decrease in the number of authorized shares of stock of the corporation.
- b) Creation of additional classes of shares and addition to or limitation of rights and duties of shareholders in respect to outstanding shares of the corporation.

- c) Sale by the corporation of shares of its stock held in the treasury.
- d) Sale by the corporation of shares of its stock which are authorized but unissued.
- e) Pledge, mortgage or other encumbrance or sale or other disposition of all or a substantial part of the assets of the corporation.
- f) Amendment or restatement of these Articles of Incorporation.
- g) All other actions not in the ordinary course of the business of this corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 29th day of September, 1997.


 Wilma S. Gallagher
 Incorporator

FILED
 97 OCT -1 PM 2:44
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

REGISTERED AGENTS ACCEPTANCE OF APPOINTMENT

The undersigned Luther W. Coggin, having been appointed registered agent for service of process by Article 5.1 of the foregoing Articles of Incorporation of Coggin Leasing, Inc., and being familiar with the duties and obligation of such registered agents, does hereby accept such appointment and agree to serve as such registered agent until appointment of his successor.


 Luther w. Coggin, Registered Agent for
 Service of Process

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