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ATTORNEYS AT LAW

FILED
97 OCT 16 AM 9 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BROWARD FINANCIAL CENTRE
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October 15, 1997

File No. 21724.0001

VIA FEDERAL EXPRESS OVERNIGHT MAIL

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Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

RE: Car Center U.S.A., Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation ("Articles") and the Certificate of Designation of Registered Agent and Registered Office ("Certificate"), for Car Center U.S.A., Inc., and a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

1. Certificate of Incorporation filing fee	\$35.00
2. Certified copy of the Certificate of Incorporation	52.50
3. Registered Agent's fee	<u>35.00</u>
Total	<u>\$122.50</u>

After filing, please return a certified copy of the Articles and Certificate to us in the enclosed addressed stamped envelope as soon as possible.

P. Hall OCT 17 1997

7777 Glades Road
Boon Platon, Florida 33434
(601) 483-7000
Telecopy (601) 483-7321

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-0400
Telecopy (305) 373-0443

100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3030

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 681-6810
Telecopy (904) 681-6702


300 North Orange Avenue
Orlando, Florida 32801
(407) 838-4200
Telecopy (407) 425-6377

The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(601) 632-3300
Telecopy (601) 658-1100

Secretary of State
Division of Corporations
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If you have any questions or comments, please do not hesitate to contact us.

Sincerely yours,


JUDITH PUIGNAU
Paralegal

/jp

cc: Peter J. Nixon
Martin R. Press, P.A.

BROAD and CASSEL

ARTICLES OF INCORPORATION

OF

CAR CENTER U.S.A., INC.

FILED

97 OCT 16 AM 9:52

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be Car Center U.S.A., Inc.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at one time are one thousand (1,000) shares of common stock with \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 17330 South Dixie Highway, Miami, Florida 33157.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Peter J. Nixon
17330 South Dixie Highway
Miami, Florida 33157

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Peter J. Nixon
17330 South Dixie Highway
Miami, Florida 33157

ARTICLE VIII

SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of October, 1997.



PETER NIXON, INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 11th day of OCTOBER, 1997, by PETER J. NIXON, as Incorporator of Car Center U.S.A., Inc., who is personally known to me ~~or who has produced~~ _____ as ~~identification~~ and who did (did not) take an oath.



SIGNATURE OF NOTARY

PATRICIA H. STEINER
PRINTED NAME OF NOTARY

OFFICIAL NOTARY SEAL

PATRICIA H. STEINER

Notary Public, State of Florida

 COMMISSION EXPIRES CC 429119

Expires: Dec. 22, 1998

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: **CAR CENTER U.S.A., INC.**
2. The name and address of the registered agent and office is:

Peter J. Nixon
17330 South Dixie Highway
Miami, Florida 33157



PETER J. NIXON, INCORPORATOR

Dated this 11th day of October, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.



PETER J. NIXON

Dated this 11th day of October, 1997.