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November 4, 1997

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

500002338985--6
-11/05/97-01077-011
*****70.00 *****70.00

RE: ONE OWNER CARS, INC.

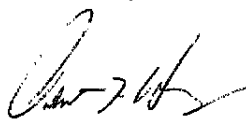
Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent of the subject corporation. Please file the original and return a copy to the undersigned. Also, I would appreciate it if you could fax a copy of the filed Articles to my attention at (407) 723-4092.

Our check in the amount of \$70 to cover your filing fee is enclosed.

Thank you for your assistance in this matter.

Sincerely,



Patrick F. Healy

PFH:rr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -5 PM 3:14

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105

ARTICLES OF INCORPORATION
OF
ONE OWNER CARS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -5 PM 3:14

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is **ONE OWNER CARS, INC.**

ARTICLE II

The existence of the corporation shall begin upon the filing of these Articles of Incorporation.

ARTICLE III

The street address of the principal office of the corporation is 4410 North Harbor City Boulevard, Melbourne, Florida 32935.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is One Thousand (1,000), all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the corporation's registered office is 700 South Babcock Street, Suite 400, Melbourne, Florida 32901. The initial registered agent for the corporation is PATRICK F. HEALY.

ARTICLE VI

The name and street address of the person signing these articles of incorporation is:

Name

Address

Patrick F. Healy

700 South Babcock Street, Suite 400
Melbourne, FL 32901

ARTICLE VII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

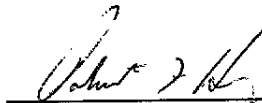
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 4th day of November, 1997.



PATRICK F. HEALY

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ONE OWNER CARS, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



PATRICK F. HEALY

Date: November 4, 1997