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

RE: A-B-Car Rentals, Inc.
Beiler's Auto Sales, Inc.

500002355085--3
-11/24/97-01031-014
****245.00 ****122.50

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Acceptance of Registered Agent for each of the above referenced corporations. Please file the same and return a certified copy for each corporation to our office. Enclosed is a check in the sum of \$245.00 which represents the required fees for both corporations.

If you have any questions, please advise.

Very truly yours,

Carrol F. Dillon

CARROL F. DILLON

CFD:fdd

Enclosures

FILED
97 NOV 24 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Don
11/24/97

**ARTICLES OF INCORPORATION
OF
BEILER'S AUTO SALES, INC.**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned signer of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is BEILER'S AUTO SALES, INC.

ARTICLE II

STREET ADDRESS

The street address of the initial principal office is 5820 Palmer Boulevard, Unit B, Sarasota, Florida 34232.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation is: to carry on a general automobile sales business; to sell and distribute automobiles and automobile parts and accessories; to maintain a service and repair department for automobiles; and to do whatever may be necessary and convenience to carry on such business and to accomplish such objects as may be incident thereto. Provided, however, this purpose shall not restrict or limit the Corporation in any way in the transaction of any and all lawful business for which Corporation may be incorporated under the laws and statutes of the State of Florida.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principal or agent, and to do every other act or acts, things or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes, or authority.

Nothing contained herein shall be construed as limiting or restricting in any manner the authority of this Corporation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is five thousand (5,000) shares of common stock with a par value of One Dollars (\$1.00). Such shares shall be of a single class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and such shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock.

ARTICLE V

ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 5820 Palmer Boulevard, Unit B, Sarasota, Florida 34232 and the mailing address of the corporation is 5820 Palmer Boulevard, Unit B, Sarasota, Florida 34232. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

DIRECTORS

The initial Board of Directors shall consist of one Director. However, the number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders. The first Board of Directors shall be the following:

<u>NAME</u>	<u>ADDRESS</u>
JOHN Z. BEILER	5820 Palmer Boulevard, Unit B Sarasota, Florida 34232

ARTICLE VII

REGISTERED AGENT

The street address of the corporation's initial registered office is 5820 Palmer Boulevard, Unit B, Sarasota, Florida 34232 and the name of its initial registered agent at that office is JOHN Z. BEILER.

ARTICLE VIII

EFFECTIVE DATE OF INCORPORATION

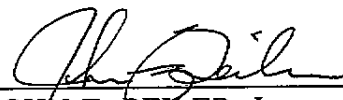
The effective date for the beginning of business of this Corporation is January 1, 1998.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended from time to time by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator of the corporation, has executed these Articles of Incorporation at Sarasota this 19 day of November, 1997.



JOHN Z. BEILER, Incorporator

Articles of Incorporation
Page Four

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing Articles were acknowledged before me this 19 day of November, 1997, by JOHN Z. BEILER, who is personally known to me or who produced as identification.



NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE

I, JOHN Z. BEILER, having been appointed registered agent of BEILER'S AUTO SALES, INC., in the Articles of Incorporation dated November 19, 1997, confirm my acceptance therein and confirm that I am familiar with and have accepted the obligation of that position.

DATED this 19 day of November, 1997.



JOHN Z. BEILER, Registered Agent
5820 Palmer Boulevard, Unit B
Sarasota, Florida 34232

FILED
97 NOV 24 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA