

THOMAS S. RUTHERFORD
and ASSOCIATES, P.A.

AN ASSOCIATION OF ATTORNEYS

ESTABLISHED 1890

THOMAS S. RUTHERFORD
Tampa * Lakeland

11016 N. Dale Mabry Hwy.
Suite 201
Tampa, Florida 33618-3802
(813) 265-4030
(813) 265-4030 (FAX also)

916 Walt Williams Road
Lakeland, Florida 33809
(941) 858-8528

RUTHERFORD, DeMARCO, WHITE & SOLOMAN
Nashville, Tennessee

DAVID C. RUTHERFORD, P.C.
L.R. DeMARCO
ROBERT W. RUTHERFORD
PAUL R. WHITE
PAUL A. RUTHERFORD
CAROL L. SOLOMON

Of Counsel
WENDE J. RUTHERFORD

GOODMAN-RAY, Solicitors
London, England

January 21, 1998

200002411602--0
-01/26/98--01074--003
*****70.00 *****70.00

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

Dear friends:

Please register the enclosed corporation documents. A copy is enclosed so that you might conform it and return it to me.

You need not provide a certified copy yet so a \$70 check is all that is enclosed.

Thank you for your assistance.

Sincerely,

THOMAS S. RUTHERFORD, ESQ.

FILED
98 JAN 26 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

FILED
98 JAN 26 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LLOYD TOWNSEND MOTORS, INC.**

I, the undersigned incorporator, hereby make,
subscribe, acknowledge and file with the Secretary of State
of the State of Florida, these Articles of Incorporation for
the purpose of forming a corporation in accordance with the
provisions of Chapter 607 of the Florida Statutes, as amended
from time to time by the Legislature of the State of Florida.

ARTICLE I

NAME: The name of the corporation shall be:

LLOYD TOWNSEND MOTORS, INC.

ARTICLE II

DURATION: The term of existence of the corporation is
perpetual.

ARTICLE III

PURPOSE: The general nature of business, objects and
purposes proposed to be transacted and carried on are to do
any and all of the things herein mentioned as fully and to
the same extent as natural persons might or could, viz:

To purchase, lease, own or otherwise acquire real
estate, and to mortgage and encumber the same; to erect,
manage, care for, maintain , and extent and alter buildings

Page 2.

thereon; to sell, contract for the sale and to convey real estate and interest therein; to borrow and lend money and to negotiate loans; to draw acceptances, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property of otherwise; to subscribe for, take, acquire, hold, exchange and deal in stocks, bonds, shares, obligations or securities of any government or authority, individual or corporation; to act as agents or brokers in the purchase and sale of any and all kinds of property, real or personal, and to receive commissions therefore, and generally to make and perform contracts of any kind and description; to execute deeds of conveyance, assignments, lease and release and extend and to receive and contracts or assignments of contracts therefore or relating thereto or connected therewith; to mortgage, purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, deliver or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of any and every kind wherever situate; and to act as agent, factor or commission merchant in the purchase and sale of goods, wares, merchandise and personal property of any kind and every class and nature whatsoever herein set out, by or through agents and/or subsidiary corporations; to own and operate car sales facilities; to do any legal

Page 3.

activity to the same extent a natural person might or could do as a principal or agent, contractors, or otherwise; and generally to execute such powers as may be vested in or incident to the business of a corporation under the laws of the State of Florida.

ARTICLE IV

CORPORATE STOCK: The aggregate number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares, all of which shall be common stock and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT: The initial REGISTERED OFFICE of this corporation shall be: 15777 Berea Dr., Odessa, Florida 33556 and the name of the initial REGISTERED AGENT at such address shall be NICK DAERR, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091 of the Florida Statutes, as amended from time to time, with respect to keeping an office open for services of process. The PRINCIPAL OFFICE shall be: SAME AS REGISTERED OFFICE INITIALLY.

ARTICLE VI

POWERS AND AUTHORITY OF DIRECTORS: The Directors shall have power to hold their meetings and to have one or more offices and keep the corporation, except the original or duplicate stock ledger, outside the State of Florida, at such place or places as from time to time may be designated by the By-Laws

Page 4.

or resolution of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone calls as provided by law.

No contract or transaction between the corporation and one or more of its Directors or Officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers have a financial interest shall be void or voidable for this reason or solely because the Director or Officer is present at or participates in the meeting of the Board or committees thereof which authorizes the contract or transaction, or solely because of his or their votes are counted for such purpose, if:

a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors; or

b) The material facts as to his interest and to the contract or transaction are disclosed or are known to the Stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by a vote of the stockholders; or

c) The contract or transaction is fair as to the

Page 5.

corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Stockholders.

Interested Directors may be counted in determining the presence of quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This corporation shall be managed by a Board of Directors which shall initially be comprised of TWO (2) members. The number of directors may be either increased or decreased from time to time by the procedures contained in the By-Laws but shall never be less than the initial number. The name and address of each Director is:

| | |
|----------------|---|
| LLOYD TOWNSEND | 11516 Forrest Hills Dr. Tampa, Florida 33612 |
| NICK DAERR | 15711 Berea Dr. Odessa, Florida 33556 |

ARTICLE VIII

INDEMNIFICATION: The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX

AMENDMENT: This corporation reserves the right to amend or repeal any provisions contained in these Articles and amendment hereto. Any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X

OFFICERS AS DIRECTORS: All Officers of the corporation may be Directors.

ARTICLE XI

OFFICERS: The following named persons shall act as Officers of the corporation, until their successors have been chosen and duly qualified:

President: LLOYD TOWNSEND
Treasurer: NICK DAERR
Secretary: NICK DAERR

ARTICLE XII

INCORPORATORS: The name(s) and address(es) of the person(s) signing these Articles are:

NICK DAERR at: 15711 Berea Dr.
Odessa, Florida 33556

ARTICLE XIII

ACTION WITHOUT MEETING: Any action by the Board of Directors of this corporation without a meeting shall nevertheless be proper Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

ARTICLE XIV

RIGHTS OF SHARES OF STOCK: The preference, limitations, and relative rights of shares of stock shall be as follows:

a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, common stock shall have a right to a share of the assets available to the common stockholders. This is subject to any obligation to any senior security or debtholder. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets or

Page 8.

any purchase or redemption of shares of the corporation shall not be regarded as a "liquidation, dissolution or winding-up" within the meaning of this paragraph.

b) The Board of Directors shall determine the amount of earnings and profits which is to be, from time to time, distributed at their discretion in the form of dividends to the Shareholders.

c) Any corporate action upon which a vote of Shareholders is required or permitted may be taken without a meeting or vote of the Stockholders with the written consent of Stockholders.

ARTICLE XV

ASSIGNMENT OF STOCK: The original incorporator(s) of this corporation shall have the right, after the organization of same, to assign to any person who may hereafter become a subscriber to the capital stock of this corporation, who, upon acceptance of such, shall stand in lieu of the original incorporators and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles this 21st day of January, 1998.

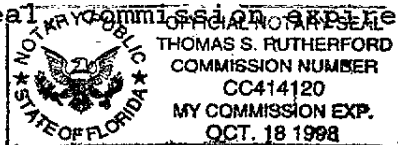
INCORPORATOR: Nick Daerr
NICK DAERR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared NICK DAERR, as the person who executed the foregoing and acknowledged to me that he executed these Articles for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid on this 21st day of January, 1998.

Notary Public: [Signature]
seal my commission expires, and com. no.:



ACKNOWLEDGMENT AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, as from time to time amended, the following is submitted, in compliance with said Act: **LLOYD TOWNSEND MOTORS, INC.** desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles, has named NICK DAERR as its Registered Agent to accept service of process and serve all other functions of a registered agent within the state.

Having been named to accept service of process for the above-named corporation at the place designated in the foregoing Articles, I do hereby accept the responsibility to

Page 10.

act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Registered Agent:

Nick Daerr
NICK DAERR

STATE OF FLORIDA

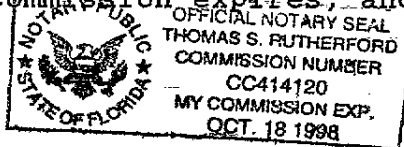
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared NICK DAERR, personally known to me or who presented proof of identity by N/A to be the person who executed the foregoing and he acknowledged to me that he executed these Articles for the purposes and uses therein expressed.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid on this 21st day of January, 1998.

Notary Public: Thomas S. Rutherford

seal, commission expires, and com. no.:



FILED
98 JAN 26 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA