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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212) 431-5000
(212) 431-1441

FAX #:

NAME: USA AUTO BROKERS, INC.

AUDIT NUMBER.....H98000003052

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

USA AUTO BROKERS, INC.


THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is USA AUTO BROKERS, INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 200 COMMON shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 434 TANGLEWOOD DRIVE, FORT WALTON BEACH, FL 32547 and the name of its initial registered agent at such address is LAWRENCE MO.
6. The name and address of the sole incorporator is:
RICHARD EWING , c/o BlumbergExcelsior Corporate Services, Inc.,
62 White Street, New York, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 02/11/98

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000


RICHARD EWING
Sole Incorporator

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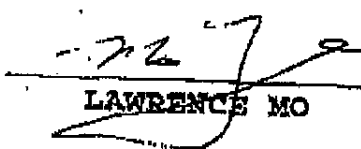
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment
as Registered Agent of USA AUTO BROKERS, INC., the
within-named corporation.

Dated: 2/11/98


LAWRENCE MO

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98 FEB 13 PM 12:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Blumberg Excelsior
62 White St
NY, NY 10013
212-431-5000

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