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CF Corporation System

Requestor's Name  
660 East Jefferson Street

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Tallahassee, FL 32301 222-1092  
City State Zip Phone

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-02/26/98--01054--028  
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CORPORATION(S) NAME

*Flamingo Ford, Inc.*

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TALLAHASSEE, FLORIDA  
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DIVISION OF CORPORATION

\*  
**STATE OF FLORIDA**  
**ARTICLES OF INCORPORATION**  
**OF**  
**FLAMINGO FORD, INC.**

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TALLAHASSEE, FLORIDA

**FIRST:** The corporate name that satisfies the requirements of section 607.040 is Flamingo Ford, Inc.

**SECOND:** The street and mailing address of the initial principal office of the corporation is 950 Echo Lane, Suite 350, Houston, Texas 77024.

**THIRD:** The total number of shares of all classes of stock which the corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock of the par value of One Cent (\$0.01) per share.

**FOURTH:** The street address of the initial registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324. The name of its registered agent at such address is CT Corporation System.

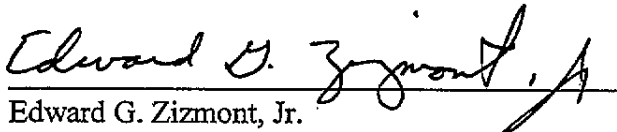
**FIFTH:** The name of the incorporator is Edward G. Zizmont, Jr. and his mailing address is c/o Vinson & Elkins L.L.P., 2300 First City Tower, 1001 Fannin, Houston, Texas 77002-6760.

**SIXTH:** The names and mailing addresses of the directors, who shall serve until the first annual meeting of stockholders or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
James S. Carroll	3101 N. State Road 7 Hollywood, Florida 33021
Scott L. Thompson	950 Echo Lane, Suite 350 Houston, Texas 77024
Frank R. Todaro	950 Echo Lane, Suite 350 Houston, Texas 77024

**SEVENTH:** The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

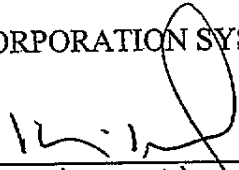
The undersigned has executed these Articles of Incorporation this 25th day of February, 1998.

  
Edward G. Zizmont, Jr.

Acceptance by the Registered Agent as required in section 607.0501 (3) F.S.: CT Corporation System is familiar with and accepts the obligations provided for in section 607.0505.

Dated this 25 day of February, 1998.

CT CORPORATION SYSTEM

By:   
Name: KIRK HOOD  
Title: ASSISTANT SECRETARY

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