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April 15, 1998

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

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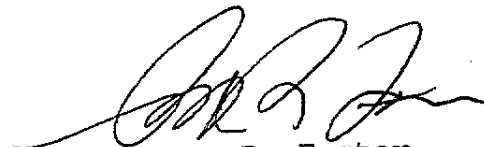
Re: Primecar Corporation

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation on the above corporation, together with my firm check in the amount of \$122.50, \$35.00 for filing fees, \$52.50 for certified copy of articles and \$35.00 for registered agent fee.

Please file the original articles and forward the certified copy and your certificate to me.

Very truly yours,


Robert R. Foster

RRF:mj

Enc.

98 APR 20 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 APR 20 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRIMECAR CORPORATION

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be PRIMECAR CORPORATION.

ARTICLE II

Existence

This corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business to be transacted by this corporation shall be the powers inherent mentioned in Section 607.011 of the Florida Statutes, and in addition thereto, it shall have the following powers:

(a) To engage in any activity or business permitted under the laws of the United States and of this state, including but not limited to, sale of previously owned cars.

(b) To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own,

maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

(c) To purchase, hold sell and re-issue the shares of its own capital stock.

(d) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise to dispose of, and to invest in, deal in and with, goods wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

(e) To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

(f) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

(g) To buy, lease or otherwise acquire, so far as may be permitted by law, as a whole or any part of, the business or goodwill assets of any firm, person, association or corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of

Florida, or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

(h) To exercise all the powers now granted to this type of corporation under Florida law and all powers subsequently authorized or granted by law to private corporations, and in general to carry on any lawful business necessary or incidental to the attainment of the objectives enumerated in these Articles of Incorporation, or any amendments thereof, or necessary or incidental to the protection or benefit of this corporation.

(i) The foregoing clauses shall be constructed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, and this corporation shall have the right to engage in and carry on any business not specifically prohibited corporations of this class and character by the laws of the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, having no par value per share. Each share of stock shall be entitled to one vote, non-cumulative, and shall be subject to such restrictions of transfer thereof as may be hereafter adopted by the shareholders and included in the By-Laws of this corporation.

ARTICLE V

Initial Capital

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars

(\$500.00).

ARTICLE VI

Location of Business Office, Registered Office and Registered Agent

The business office of this corporation shall be located at 1429 East New York Avenue, DeLand, Florida 32724, and its mailing address shall be the same. The registered office of this corporation shall be located at 1429 East New York Avenue, DeLand, Florida 32724, and the Registered Agent of the corporation shall be Jeffrey Beauregard.

ARTICLE VII

Directors

This corporation shall have two (2) directors initially, and there shall never be more than seven (7) directors. The following is the name and address of the initial directors.

Jeffrey Beauregard
2429 East SR 44
DeLand, Florida 32724

Betsy Beauregard
1205 North Thorpe Avenue
Orange City, Florida 32763

ARTICLE VIII

Amendments to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders, by written statement, manifest their intentions that a certain amendment of these Articles of Incorporation be

made.

IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seals this 14th day of April, 1998.

Betsy Beauregard (SEAL)
Betsy Beauregard, Incorporator
1205 North Thorpe Avenue
Orange City, Florida 32763

Jeffrey Beauregard (SEAL)
Jeffrey Beauregard, Incorporator
2429 East SR 44
DeLand, Florida 32724

STATE OF FLORIDA
COUNTY OF VOLUSIA

Personally appeared before me, BETSY BEAUREGARD, who is personally known to me, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that she signed, sealed and acknowledged the same at the time, place and in the manner and for the uses and purposes as therein set forth and contained.

WITNESS my hand and official seal this 14th day of April, 1998.



MARGARET T. JONES
MY COMMISSION # CC373134 EXPIRES
June 3, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Margaret T. Jones
Print Name: Margaret T. Jones
Notary Public, State of Florida at Large
My Commission Expires: 6/3/98
Commission Number: CC 373134

STATE OF FLORIDA
COUNTY OF VOLUSIA

Personally appeared before me, JEFFREY BEAUREGARD, who is personally known to me, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed, sealed and acknowledged the same at the time, place and in the manner and for the uses and purposes as therein set forth and contained.

WITNESS my hand and official seal this 14th day of April, 1998.



MARGARET T. JONES
MY COMMISSION # CC373134 EXPIRES
June 3, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Margaret T. Jones
Print Name: Margaret T. Jones
Notary Public, State of Florida at Large
My Commission Expires: 6/3/98
Commission Number: CC373134

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above corporation at the place designated in this statement hereby accept the appointment as registered agent and agree to act in his capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jeffrey Beauregard
Dated: 4/14/98

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA