



ACCOUNT NO. : 072100000032

REFERENCE : 806657 109295A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 5, 1998

ORDER TIME : 10:16 AM

ORDER NO. : 806657-010

CUSTOMER NO: 109295A

CUSTOMER: Ms. Candice L. Miravalle
EXPRESS LEGAL SERVICES, INC.

129 West Hibiscus Boulevard

Melbourne, FL 32901

700002511017--5
-05/05/98-01083-002
****245.00 ****122.50

DOMESTIC FILING

NAME: GOOD DEAL AUTO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -5 PM 1:14

RECEIVED
98 MAY -5 AM 11:21
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -5 PM 1:14

ARTICLES OF INCORPORATION
OF
GOOD DEAL AUTO, INC.

ARTICLE I. NAME

The name of this corporation is GOOD DEAL AUTO, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2725 Palm Bay Rd., Palm Bay, Florida 32905, and the name of the initial registered agent of this corporation at that address is PAUL F. McGEE.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

PAUL F. McGEE
162 Ainsley St.
Palm Bay, FL 32909

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 2725 Palm Bay Rd., Palm Bay, FL 32905, and the mailing address of the corporation is 2725 Palm Bay Rd., Palm Bay, FL 32905.

ARTICLE IX. INCORPORATOR

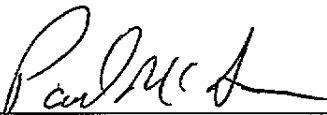
The name and address of the person signing these articles are:

PAUL F. McGEE
162 Ainsley St.
Palm Bay, FL 32909

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 15th day of May, 1998.



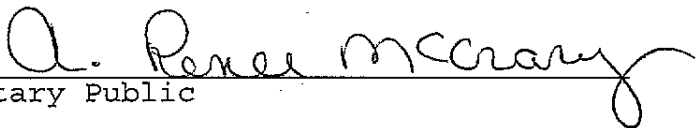
PAUL F. MCGEE

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared PAUL F. MCGEE to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 15th day of May, 1998.

FH/OL



Notary Public

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -5 PM 1:14

DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That GOOD DEAL AUTO, INC., desiring to organize under
the laws of the State of Florida, with its principal office
at 2725 Palm Bay Rd., Palm Bay, Brevard County, Florida
32905, has named PAUL F. McGEE, located at 2725 Palm Bay Rd.,
Palm Bay, Brevard County, Florida 32905, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.



PAUL F. MCGEE
Registered Agent