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PAPY & WEISSENORN, P.A.  
ATTORNEYS AT LAW

MIAMI

SUITE 502  
SUN BANK BUILDING  
201 ALHAMBRA CIRCLE  
CORAL GABLES, FL 33114  
(305) 446-5100  
(800) 654-7880  
FAX: (305) 445-6793

C. STEPHEN ALLEN, P.A.  
Of Counsel

TAMPA

SUITE 335  
ONE URBAN CENTRE  
4830 WEST KENNEDY BLVD.  
TAMPA, FL 33609-2565  
(813) 286-4141  
(800) 215-3847  
FAX: (813) 286-4132

PLEASE REPLY TO TAMPA

May 14, 1998

SPRING HILL

SUITE A101-A104  
PARK PLACE  
5327 COMMERCIAL WAY  
SPRING HILL, FL 34606  
(352) 597-7890  
FAX: (352) 597-7894

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

Re: Frank Anderson Auto Sales, Inc.

Gentlemen:

Please find enclosed for filing an original and one copy of the proposed Articles of Incorporation of Greenwood Financial Services, Inc.

Also enclosed is my check in the amount of \$122.50 for the filing fee.

Upon the filing of the Articles, please return to me a copy bearing the stamp of the Office of the Secretary of State reflecting the date of the filing.

Yours truly,

  
C. STEPHEN ALLEN

CSA/mo

Enclosures:

Original Articles of Incorporation and one copy  
Check

DMC  
5-21-98

FILED  
98 MAY 18 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FRANK ANDERSON AUTO SALES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FRANK ANDERSON AUTO SALES, INC.

The address of the principal office of this corporation shall be 8015 N. Nebraska Avenue, Tampa, Florida, Florida 33604, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF THE BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite 335, 4830 West Kennedy Boulevard, Tampa, Florida 33609, and the name of the initial

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98 MAY 18 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

registered agent of the corporation at that address is C.  
Stephen Allen, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and two e  
directors, initially. The names and addresses of the initial  
officers and directors who shall hold office for the first  
year of the corporation, or until his successor is elected or  
appointed are:

W. Frank Anderson	8015 N. Nebraska Avenue
Pres./Dir.	Tampa, Florida 33604

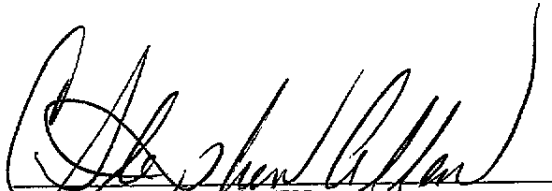
Willene Anderson	8015 N. Nebraska Avenue
V.P./Dir.	Tampa, Florida 33604

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these  
Articles of Incorporation is:

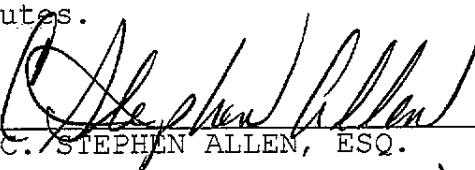
C. Stephen Allen, Esq.  
Suite 335  
4830 West Kennedy Boulevard  
Tampa, Florida 33609

IN WITNESS WHEREOF, the undersigned has hereunto set his  
hand on May 14, 1998.

  
C. STEPHEN ALLEN

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION

C. STEPHEN ALLEN, ESQ., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

 5/14/98  
C. STEPHEN ALLEN, ESQ.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**