

P98000050361

(LETTER OF TRANSMITAL)

Date 27 MAY 98

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

Re : LARGO AUTO CENTER INC

700002546777--3

-06/03/98-01103-020

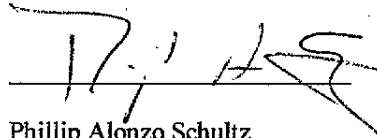
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation, together with check in the amount of One Hundred and Twenty-two Dollars and Fifty cents (\$122.50).

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation, and Fee for Registered Agent Designation for the above named corporation.

Respectfully yours,



Phillip Alonzo Schultz

LARGO AUTO CENTER INC

FILED  
98 JUN -3 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mailing Address of Corporation:

723 West Bay Drive  
Largo, FL 33770-3307

Phone (813) 587-7873

9/6-5-98

ARTICLES OF INCORPORATION  
of  
LARGO AUTO CENTER, INC

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is:

**LARGO AUTO CENTER, INC.**

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue **ONE THOUSAND (1000)** shares of **ONE Dollar(s)** (\$1.00) par value Common Stock, which will be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principle office, if known, or the mailing address of the corporation is:

NAME: LARGO AUTO CENTER, INC.  
ADDRESS: 723 West Bay Drive  
Largo, FL 33770-3307

The name and address of the Initial Registered Agent of this Corporation is:

NAME: Phillip Alonzo Schultz  
ADDRESS: 2874 Rosemary Drive  
Largo, FL 33770

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have ~~two~~ **(2)** directors initially. The number of directors may be either increased or decreased from time to time by the BY-Laws of the corporation, but shall never be less than one (1). The names and address of the initial director(s) of the corporation are as follows:

NAME: Phillip Alonzo Schultz  
ADDRESS: 2874 Rosemary Drive  
Largo, FL 33770

NAME: ELIZABETH A. SUTHERIN  
ADDRESS: 5403 BROOKMEADE DRIVE  
SARASOTA, FL 34232

ARTICLE VII - INCORPORATORS

The names and address of the incorporators signing these Articles of Incorporation are as follows:

NAME: KEVIN E. SUTHERIN  
ADDRESS: 5403 BROOKMEADE DRIVE  
SARASOTA, FL 34232

FILED  
98 JUN -3 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28 day of MAY, 1998.

Phillip Alonzo Schultz

[Signature] (Seal)

STATE OF FLORIDA

COUNTY of PINELLAS ~~SARASOTA~~

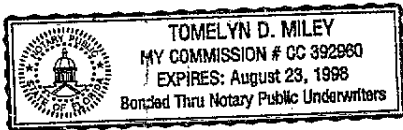
SS

before me, a Notary Public, authorizes to take acknowledgements in the State and County set forth above, personally appeared:

Phillip Alonzo Schultz

known to me and known to be the person(s) who executed the forgoing Articles on Incorporation, and who acknowledged before me that THEY executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 28 day of APRIL 1998.



[Signature]  
(Notary Public, State of Florida at Large)

(Notary Seal)

(My Commission Expires: 8-23-98)

***CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT***

***CERTIFICATE OF REGISTERED AGENT***

***OF***

***LARGO AUTO CENTER, INC***

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

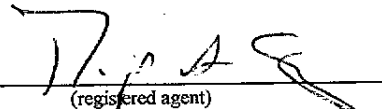
The above corporation, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at:

723 WEST BAY DRIVE, LARGO, FL 33770-3307

has named PHILLIP ALONZO SCHULTZ, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
(registered agent)

PHILLIP ALONZO SCHULTZ

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98 JUN -3 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA