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CENTRAL FLORIDA GMC TRUCK DEALERS ADVERTISING ASSOCIATION, INC.

**1825 W. HIGHWAY 520
COCOA, FLORIDA 32926
407-633-9300**

May 29, 1998

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***122.50 ***122.50

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

IN RE: CENTRAL FLORIDA GMC TRUCK DEALERS ADVERTISING ASSOCIATION, INC.

Ladies/Gentlemen:

Concerning the referenced, enclosed please find the original, duly executed Articles of Incorporation, together with one (1) copy thereof and our check in the amount of \$122.50. Please file the same and issue and return a certified copy thereof, together with the Certificate of Good Standing to the undersigned at your earliest possible opportunity.

I welcome your communication at 407-633-9300 in the event you require further information or wish to discuss the matter further.

Thank you for your cooperation, assistance and prompt attention in our matters.

Yours very truly,

CENTRAL FLORIDA GMC TRUCK DEALERS ADVERTISING
ASSOCIATION, INC.

By 

Fred Gay, Secretary - Treasurer

ACV/em
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA GMC TRUCK DEALERS ADVERTISING ASSOCIATION, INC.**

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ARTICLE I - NAME

The name of the corporation is: **CENTRAL FLORIDA GMC TRUCK DEALERS ADVERTISING ASSOCIATION, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

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 10,000 shares of Ten Cents (\$.10) par value stock, which shares shall be designated "Common Shares."

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1825 W. Highway 520, Cocoa, Florida, 32926, and the name of the initial registered agent of this corporation at that address is: **FRED GAY.**

THIS INSTRUMENT PREPARED BY:

GREGORY A. POPP, ESQ.

450 Challenger Road
Cape Canaveral, FL 32920
(407) 799-4090, Ext. 249
Fl Bar No. 0220531

ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 450 Challenger Road, Cape Canaveral, Florida, 32920, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have eight (8) Directors initially. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director(s) of this corporation are:

LARRY PHILLIPS
P.O. Box 491907
Lessburg, FL 34749

ALAN STARLING
2499 N. Orange Blossom Trail
Kissimmee, FL 34744

WALTER W. STEPHENS
3886 W. Colonial Drive
Orlando, FL 32808

DANNY LEN
17605 U.S. Highway 441
Mount Dora, FL 32757

O. KIM HACKETT
650 N. Highway 17-92
Longwood, FL 32750

FREDERICK KAISER
P.O. Box 2813
DeLand, FL 32723

FRED GAY
1825 W. Highway 520
Cocoa, FL 32926

GENE MURPHY
174 E. Hibiscus Blvd.
Melbourne, FL 32901

ARTICLE X - INCORPORATORS

The name and address of the person executing these Articles of Incorporation is:

FRED GAY
1825 W. Highway 520
Cocoa, Florida 32926

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmation vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) in the amount set forth opposite the name:

LARRY PHILLIPS	1,000 Shares	O. KIM HACKETT	1,000 Shares
DANNY LEN	1,000 Shares	GENE MURPHY	1,000 Shares
FRED GAY	1,000 Shares	WALTER W. STEPHENS	1,000 Shares
ALAN STARLING	1,000 Shares	FREDERICK KAISER	1,000 Shares

Shares held by the initial stockholder(s) listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) of this corporation or the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of May, 1998.




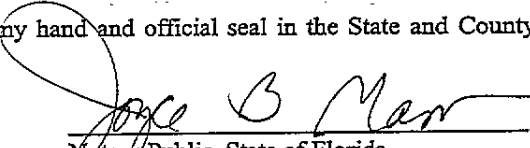
FRED GAY - INCORPORATOR

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared: FRED GAY, who, after being duly sworn on oath and who is personally known, acknowledged before me that he is the person named in and who executed the foregoing Articles of Incorporation as the Incorporators for the purposes therein expressed.

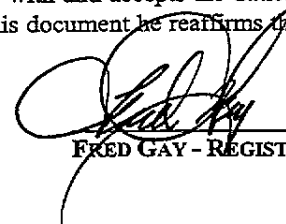
IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 29th day of May, 1998.

 Joyce B. Marr
My Commission CC876393
Expires September 24, 2001


Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

FRED GAY, hereby certifies that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation. By executing this document he reaffirms that he agrees to serve as Registered Agent.



FRED GAY - REGISTERED AGENT

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DIVISION OF CORPORATIONS
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