

P98000051860

June 5, 1998

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of
ATLANTIC AUTO SALES OF MELBOURNE, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$122.50 to cover the filing fee.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,

Deryl Lipsey

DERYL LIPSEY

FILED
98 JUN -8 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-6/10/98

ARTICLES OF INCORPORATION
OF
ATLANTIC AUTO SALES OF MELBOURNE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is ATLANTIC AUTO SALES OF
MELBOURNE, 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 416 Lighthouse Landing, Satellite Beach, FL 32937, and the name of the initial registered agent of this corporation at that address is DERYL LIPSEY.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors 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 names and addresses of the initial directors of this corporation are:

DERYL LIPSEY
416 Lighthouse Landing
Satellite Beach, FL 32937

LINDA BURTON
416 Lighthouse Landing
Satellite Beach, FL 32937

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1733 Bunche St., Melbourne, Florida 32935, and the mailing address of the corporation is 416 Lighthouse Landing, Satellite Beach, FL 32937.

ARTICLE IX. INCORPORATOR.

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

DERYL LIPSEY
416 Lighthouse Landing
Melbourne FL 32937

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 5th day of June, 1998.

Deryl Lipsey
DERYL LIPSEY

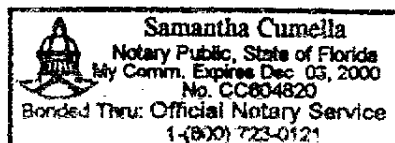
STATE OF FLORIDA
COUNTY OF BREVARD

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 DERYL LIPSEY 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 5th day of June, 1998.

FLD/L

Samantha Cumella
Notary Public



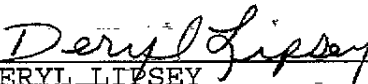
DESIGNATION
AS
REGISTERED AGENT

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

That ATLANTIC AUTO SALES OF MELBOURNE, INC., desiring to
organize under the laws of the State of Florida, with its
principal office at 1733 Bunche St., Melbourne, Brevard
County, Florida 32935, has named DERYL LIPSEY, located at
416 Lighthouse Landing, Satellite Beach, Brevard County,
Florida 32937, 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.


DERYL LIPSEY
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA