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June 25, 1998

Secretary of State
Post Office Box 6327
Corporations Division
New Filing Section
Tallahassee, FL 32314

100002590651--1
-07/16/98--01058--008
*****70.00 *****70.00

RE: D&D Used Cars, Inc.

Gentlemen:

Enclosed please find an original and a duplicate copy of the Articles of Incorporation along with an Acceptance by Registered Agent for the above-named proposed corporation.

The duplicate copy of the Articles has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles on the duplicate and return it to me.

My firm's check in the amount of \$70.00 to cover the filing fee and Acceptance by Registered Agent is enclosed. For the firm, I am

Sincerely yours,

Jack A. Moring
JAM:cb
Enc.

cc: Ms. Deborah K. Marcum.

FILED
98 JUL 16 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUL 20 1998

ARTICLES OF INCORPORATION

of

D&D USED CARS, INC.

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98 JUL 16 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE - CORPORATE NAME

The name of this corporation is **D&D USED CARS, INC.** The initial principal office of the corporation is 1384 North Citrus Avenue, Crystal River, Florida 34429. The mailing address of the corporation is 1384 North Citrus Avenue, Crystal River, Florida 34429.

ARTICLE TWO - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE THREE - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a no par value. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable, either in cash, in property, or in shares of the capital stock of the corporation. The shares of the capital stock of the corporation are not to be divided into classes.

ARTICLE FOUR - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of the Articles of Incorporation with the Department of State.

ARTICLE FIVE - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent of this corporation is DEBORAH KAY MARCUM, and the street

address of the initial registered office is 1384 North Citrus Avenue, Crystal River, Florida 34429. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE SIX - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders but shall never be less than one.

ARTICLE SEVEN - INITIAL DIRECTOR(S)

The name of the initial Director of this corporation are DEBORAH KAY MARCUM and her address is 5950 South Pine Tree Point, Lecanto, Florida 34461. The initial director shall hold office for the first year of existence of this corporation or until his successor or successors are elected or appointed and have qualified, whichever first occurs.

ARTICLE EIGHT - INCORPORATORS

The name of the person signing these Articles of Incorporation as Incorporator is DEBORAH KAY MARCUM and her address is 5950 South Pine Tree Point, Lecanto, Florida 34461.

ARTICLE NINE - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, I, the undersigned, constituting the Incorporator of this corporation, have executed

these Articles of Incorporation this 24th day of June, 1998.

Deborah Kay Marcum
DEBORAH KAY MARCUM

**STATE OF FLORIDA
COUNTY OF CITRUS**

BEFORE ME, a Notary Public, personally appeared DEBORAH KAY MARCUM, to me well known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to these Articles of Incorporation on the 24th day of June, 1998. DEBORAH KAY MARCUM is personally known to me or produced FLDL# 763-0 7625-164-56 as identification.

Debra Ann Brinson
Debra Ann Brinson
Notary Public

My Commission expires:



DEBRA ANN BRINSON
My Commission **CC443047**
Expires Mar. 28, 1999
Bonded by HAI
800-422-1555

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept and act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping the designated office open.

Deborah Kay Marcum
DEBORAH KAY MARCUM

**STATE OF FLORIDA
COUNTY OF CITRUS**

BEFORE ME, a Notary Public, personally appeared DEBORAH KAY MARCUM, to me known to be the person described as the Registered Agent in the above Articles of Incorporation and who executed the foregoing Acceptance by Registered Agent who acknowledged before me the fact of her acceptance on this 24th day of June, 1998. DEBORAH KAY MARCUM is personally known to me or produced FL D/L# m625-164-56-763-0 as identification.


Notary Public Debra Ann Brinson

My Commission Expires:

 DEBRA ANN BRINSON
My Commission CC443047
Expires Mar. 28, 1999
Bonded by HAI
800-422-1555