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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -8 AM 10:44

September 3, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

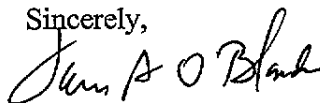
Re: Dealers Agency Services, Inc.

900002634469--8
-09/09/98--01005--016
****122.50 ****122.50

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation of Dealers Agency Services, Inc., along with our check in the amount of \$122.50 (Filing Fees, \$ 35.00, Registered Agent Designation \$ 35.00, Certified Copy \$ 52.50). Please file the Articles and return a Certified Copy to the undersigned in the envelope provided for your convenience.

Sincerely,



Larry A. O'Blander
President

Enclosures

- Articles of Incorporation
- \$122.50 check
- stamped, self-addressed envelope

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D. BROWN SEP 14 1998

**ARTICLES OF INCORPORATION OF
DEALERS AGENCY SERVICES, INC.**

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The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is **DEALERS AGENCY SERVICES, INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 5700 Memorial Highway, Suite 111, Tampa, FL 33615 and the mailing address of the Corporation is 5700 Memorial Highway, Suite 111, Tampa, FL 33615.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock, \$0.001 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Larry O'Blander
5700 Memorial Highway, Suite 111
Tampa, FL 33615

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially two directors to hold office until the first annual meeting of shareholders and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are:

Larry O'Blander
5700 Memorial Highway, Suite 111
Tampa, FL 33615

Ellen Deane
5700 Memorial Highway, Suite 111
Tampa, FL 33615

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Paul R. Lynch
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of September, 1998.


Paul R. Lynch, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **DEALERS AGENCY SERVICES, INC.**
2. The name and address of the registered agent and office are:

Larry O'Blander
5700 Memorial Highway, Suite 111
Tampa, FL 33615

SIGNATURE

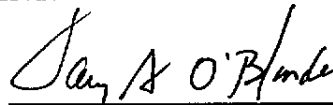


TITLE: Incorporator

DATE: September 3, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE September 4, 1998