TRANSMITTAL LETTER 98 OCT -8 MI 11:00

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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

000002650260--9 -03/28/98--01103--009 *****78.75 ******78.75

SUBJECT: J& P AUTO BROKERS, INC. (Proposed corporate name - must include suffix)				
Enclosed is an original an	d one(1) copy of the artic	les of incorporation and a	check for:	
□ \$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	□\$122.50 Filing Fee & Certified Copy	\$131.25 Filing Fee, Certified Copy & Certificate	
		ADDITIONAL COPY REQUIRED		
FROM:	inc. Plan (USA) Name (P	rinted or typed)	_	
Trolley Square, Suite 26 C Address Wilmington, DE 19806 City, State & Zip (800) 462-4633 Daytime Telephone number				

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 29, 1998

INC. PLAN (USA) TROLLEY SQUARE, SUITE 26C WILMINGTON, DE 19806

SUBJECT: J & P AUTO BROKERS, INC.

Ref. Number: W98000022224

We have received your document for J & P AUTO BROKERS, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Letter Number: 198A00048784

Pamela Hall Document Specialist

ARTICLES OF INCORPORATION

OF

FILED
98 OCT -8 AM II: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VOLUSIA COUNTY AUTO BROKERS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

VOLUSIA COUNTY AUTO BROKERS, INC.

The address of the principle office of this corporation shall be:

5911 Wishing Well Drive Pt. Orange, FL 32127

The corporation shall be the same.

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value.

ARTICLE IV

The street address of the initial registered office of the corporation shall be:

5911 Wishing Well Drive Pt. Orange, FL 32127

and the name of the initial registered agent of the corporation is

Jeff J. Grossman

ARTICLE V

The corporation is to exist perpetually.

ARTICLE VI

The name and street address of the incorporator to these Articles of Incorporation:

Mary McLimans INC. PLAN (USA) Trolley Square, Suite 26 C Wilmington, DE 19806

The undersigned has executed these articles of Incorporation this 5th day of October, 1998.

Mary Madimany

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: VOLUSIA COUNTY AUTO-BROKERS, Inc
- 2. The name and address of the registered agent and office is:

Jeff J. Grossman

(Name)
5911 Wishing Well Drive

(P.O. Box not acceptable)
Pt. Orange, FL 32127

(City/State/Zip)

(Name)

AHUSE

(P.O. Box not acceptable)
Pt. Orange, FL 32127

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 obligations of my position as registered agent.

(Signature)

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