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Wm. Bruce Muench

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October 20, 1998

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****122.50 *****78.75

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

Re: HARRIS-DUTTER AUTOMOTIVE GROUP, INC.

Dear Department:

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above corporation and my Trust check in the amount of \$122.50.

Please file these Articles and provide a certified copy of same to me at the address shown above.

Thank you for your attention to this matter.

Sincerely yours,

Wm. Bruce Muench
WM. BRUCE MUENCH

WBM/rhm
Enclosures (4)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-10/22/98

ARTICLES OF INCORPORATION
OF
HARRIS-DUTTER AUTOMOTIVE GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under Chapter 607 of the Florida Statutes, as amended.

ARTICLE I - NAME

The name of this corporation shall be:

HARRIS-DUTTER AUTOMOTIVE GROUP, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation is:

2014 West Beaver Street
Jacksonville, FL 32209

ARTICLE III - DURATION

The corporation is to commence its corporate existence on the date of filing by the Secretary of State of Florida. This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the following purpose:

To engage in the business of buying, selling, and dealing in, at wholesale and retail, automobiles, trucks, and tractors, accessories and supplies for automobile, trucks, and tractors, and to repair and overhaul the same, and for the transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes, Section 607.0302, et. seq., as amended, and the doing of all lawful things related thereto.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution. The corporation is authorized to issue Seven Thousand, Five Hundred (7,500.00) common shares of One and No/100 Dollars (\$1.00) par value per share.

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 2014 West Beaver Street, Jacksonville, FL 32209, and the name of its initial registered Agent at that address is Elsie D. Harris.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time but shall never be fewer than one (1).

The name and address of the initial director are:

Elsie D. Harris
1742 Ocean Grove Drive
Atlantic Beach, FL 32233

ARTICLE VIII - INCORPORATOR

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

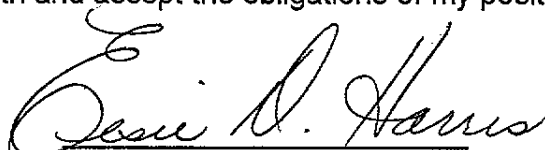
Elsie D. Harris
1742 Ocean Grove Drive
Atlantic Beach, FL 32233

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 16 day of October, 1998.


ELSIE D. HARRIS

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


ELSIE D. HARRIS
Date: October 16, 1998

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