

Division of Corporations

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From:

Account Name : ATLAS, PEARLMAN, TROP & BORKSON, P.A.
Account Number : 076247002423
Phone : (954) 763-1200
Fax Number : (954) 766-7800

FLORIDA PROFIT CORPORATION OR P.A.

BEST TERMS MOTOR SALES, INC.

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|-----------------------|---------|
| Certificate of Status | 0 |
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 26, 1998

ATLAS, PEARLMAN,

SUBJECT: BEST TERMS MOTOR SALES, INC.
REF: W98000024252

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Neysa Culligan
Document Specialist

FAX Aud. #: H98000019694
Letter Number: 298A00052542

ARTICLES OF INCORPORATION
OF
BEST TERMS MOTOR SALES, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: BEST TERMS MOTOR SALES, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 720 North State Road 7, Plantation, Florida 33317.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

James M. Schneider, Esq., - FL Bar No. 214338
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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TALLAHASSEE, FLORIDA

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100 shares of common stock, par value \$.01 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Ellis Simring, 720 North State Road 7, Plantation, Florida 33317.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the initial Director of this Corporation are:

Ellis Simring
720 North State Road 7
Plantation, Florida 33317

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Ellis Simring, 720 North State Road 7, Plantation, Florida 33317.

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 21st day of October, 1998.



Ellis Simring, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

BEST TERMS MOTOR SALES, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 720 North State Road 7, Plantation, Florida 33317 has named Ellis Simring whose address is 720 North State Road 7, Plantation, Florida 33317 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Ellis Simring

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