

Division of Corporations

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SECRETARY OF STATE
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98 NOV -5 AM 7:44****FLORIDA PROFIT CORPORATION OR P.A.****National Dealer Specialists, Inc.****J116-12300**

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 5, 1998

BARNETT, BOLT, KIRKWOOD & LONG
ATTN: KIM NOVAK

SUBJECT: NATIONAL DEALER SPECIALISTS, INC.
REF: W98000025091

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Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Beth Register
Corporate Specialist Supervisor

FAX Aud. #: E98000020624
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**ARTICLES OF INCORPORATION
OF
NATIONAL DEALER SPECIALISTS, INC.**

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The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is:

National Dealer Specialists, Inc.

ARTICLE II

Duration

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

ARTICLE III

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation is 107 Adriatic Avenue, Tampa, Florida, 33606.

ARTICLE IV

Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each with a par value of one cent (\$.01).

ARTICLE V

Preemptive Rights

This corporation elects to have preemptive rights.

Craig E. Behrenfeld, Esq.
Florida Bar No. 964750
601 Bayshore Blvd., Suite 700
Tampa, FL 33606
(813) 253-2020
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ARTICLE VIInitial Registered Office and Agent

The street address of the initial registered office of this corporation is 601 Bayshore Boulevard, Suite 700, Tampa, Florida, 33606, and the name of the initial registered agent of this corporation at that address is Richard W. Radke, Esq.

ARTICLE VIIIncorporator

The name and address of the incorporator is:

NAME

Richard W. Radke, Esq.

ADDRESS

601 Bayshore Boulevard
Suite 700
Tampa, Florida 33606

ARTICLE VIIIInitial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

Holly Jelks

ADDRESS

107 Adriatic Avenue
Tampa, Florida 33606

ARTICLE IXIndemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.


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ARTICLE XAmendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of November, 1998, and the undersigned registered agent acknowledges that he is familiar with, and accepts, the obligations of registered agent of this corporation.



RICHARD W. RADKE, ESQ.
Incorporator and Registered Agent

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