

P98902104458

FRANK C. DECKER
ATTORNEY AT LAW
5515 PHILLIPS HIGHWAY
JACKSONVILLE, FLORIDA 32207

TELEPHONE (904) 730-3009
FAX (904) 737-1693

MAILING ADDRESS:
POST OFFICE BOX 5488
JACKSONVILLE, FL 32247

December 14, 1998

300002712743--7
-12/15/98--01040--007
*****78.00 *****78.00

AIRBORNE EXPRESS

DIVISION OF CORPORATIONS
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

300002712743--7
-12/15/98--01040--008
*****0.78 *****0.78

RE: Filing New Articles of Incorporation for a new corporation named:
O'STEEN AUTOMOTIVE GROUP OF GEORGIA, INC.

Please find enclosed two signed copies of the Articles of Incorporation for the above named corporation. Check for \$78.00, identified below, payable to the Secretary of State of State for your filing fee and a certified copy of the articles, is enclosed.

Kindly note that these article provide that the corporation exists as of the date the incorporators signed these articles (DECEMBER 14, 1998). So please send me the certified copy or notify me of the filing of the articles as soon as possible.

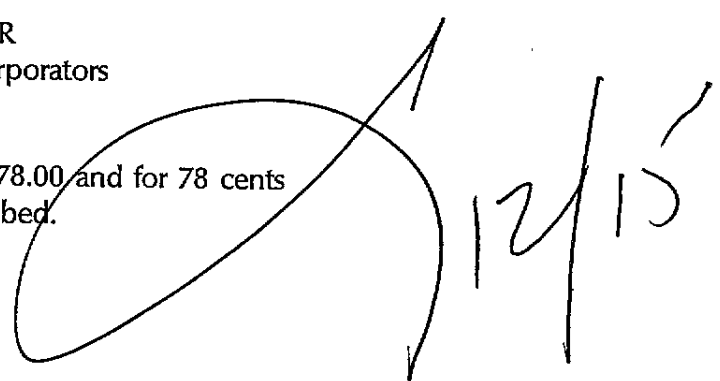
The O'Steen check for \$78.00 (short by 78 cents (which check I personally guarantee,) and my check for 78 cents are enclosed.

Sincerely,


FRANK C. DECKER
Attorney for Incorporators

cc: Checks for \$78.00 and for 78 cents
above described.

FILED
98 DEC 15 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


12/15

ARTICLES OF INCORPORATION
OF
O'STEEN AUTOMOTIVE GROUP OF GEORGIA, INC.

FILED
98 DEC 15 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, MARK H. O'STEEN and THOMAS R. O'STEEN, adopt the following Articles of Incorporation for the purpose of forming a corporation for profit under the laws of Florida.

ARTICLES I
NAME

The name of this corporation is

O'STEEN AUTOMOTIVE GROUP OF GEORGIA, INC.

ARTICLE II
DURATION

This corporation shall exist perpetually, commencing on the date of the signing of these Articles of Incorporation by the Incorporators..

ARTICLE III
NATURE OF BUSINESS

This corporation is organized for the purpose of transacting and engaging in any or all business permitted under the laws of the United States, the State of Florida and all other states, territories and jurisdictions of the United States.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred shares of common capital stock having a par value of One Dollar per share.

ARTICLE V
INITIAL PRINCIPAL OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office and initial Registered office of this corporation is:

2525 Phillips Highway
Jacksonville, Florida 32207

and the name of the initial Registered Agent of the corporation at that address is:
THOMAS R. O'STEEN.

ARTICLE VI
DIRECTORS

This corporation shall initially have Five Directors. The number of Directors may be increased or decreased from time to time by the bylaws, but shall never be less than one; however the number of directors shall never be more than five. The following persons whose names and addresses appearing as follows shall be the initial directors of this corporation:

HOWARD K. O'STEEN
4819 Ortega Forest Drive
Jacksonville, Florida 32210

HAROLD K. O'STEEN
4611 Ortega Boulevard
Jacksonville, Florida 32210

MARK H. O'STEEN
5134 Charlemagne Road
Jacksonville, Florida 32210

THOMAS R. O'STEEN
4151 Robinhood Road
Jacksonville, Florida 32210

HAROLD S. O'STEEN, JR.
3240 Riverside Avenue
Jacksonville, Florida 32205

They shall hold office until their respective successors have been elected or appointed.

ARTICLE VII
INCORPORATORS

The names and street addresses of the Incorporators of this corporation is:

MARK H. O'STEEN
5134 Charlemagne Road
Jacksonville, Florida 32210

THOMAS R. O'STEEN
4151 Robinhood Road
Jacksonville, Florida 32210

ARTICLE VIII
FIRST OFFICERS

The initial officers of this corporation are:

MARK H. O'STEEN
VICE PRESIDENT and TREASURER
5134 Charlemagne Road

Jacksonville, Florida 32210

THOMAS R. O'STEEN
PRESIDENT
4151 Robinhood Road
Jacksonville, Florida 32210

HAROLD S. O'STEEN, JR.
VICE PRESIDENT and SECRETARY
3240 Riverside Avenue
Jacksonville, Florida 32205

who shall hold said offices until his successors have been duly elected or appointed. The officers above named are authorized to sign and issue appropriate stock certificates or letters or other documents evidencing the shares of stock of this corporation and the persons or entities entitled to same.

ARTICLE IX BYLAWS

The initial Bylaws of this corporation shall be adopted by the Board of Directors. Bylaws may be adopted, amended or repealed in the manner provided by law and the Bylaws by either the shareholders or the Board of Directors.

ARTICLE X

RESTRICTIONS ON TRANSFER OF STOCK

The shareholders may, by provisions of Bylaws or by shareholder agreement impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they wish.

ARTICLE XI

DIRECTORS' COMPENSATION

The Board of Directors is authorized to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XII

INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for the indemnification of Directors, Officers, Employees and Agents of the corporation to the full extent permitted by law.

ARTICLE XIII

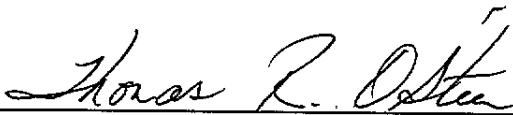
SHARES WITHOUT CERTIFICATES

The Board of Directors may authorize the issuance of some or all of the shares of any or all classes of stock without certificates. The Board of Directors and the corporation shall have all authority given under Section 607.0626(1) and (2), Florida Statutes, as the same now exists or may exist from time to time.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation at Jacksonville, Duval County, Florida, this 14th day of DECEMBER, 1998.



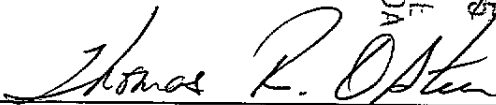
MARK H. O'STEEN, Incorporator



THOMAS R. O'STEEN, Incorporator

Having been named to accept service of process for the above stated corporation at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. As Registered Agent, am familiar with and I accept the obligations of that position.

DATE: DECEMBER 14th, 1998.



THOMAS R. O'STEEN, Registered Agent

FILED
DECEMBER 15 PM 3:45
CLERK OF STATE
TALLAHASSEE FLORIDA