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LAW OFFICES

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ADMITTED
FLORIDA AND DISTRICT OF
COLUMBIA

December 22, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

VIA FEDERAL EXPRESS

RE: STUART DEALERSHIP, INC.

100002696661--3
-11/25/98--01061--015
****122.50 *****78.75

Dear Sir/Madam:

Pursuant to your correspondence of December 3, 1998 (copy enclosed), enclosed for filing please find the revised Articles of Incorporation with the new selected name of Stuart Dealership, Inc.

Once the original Articles have been filed, kindly forward the certified copy to this office in the self-addressed stamped envelope provided herewith for your convenience.

If I may be of any further assistance in regard to the aforementioned, please feel free to contact our office.

Sincerely,



Claire M. Scott,
Legal Assistant

EFFECTIVE DATE
12-17-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 24 PM 2:22

FILED

Dmc
12/28/98

(814) 1194



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1998

ROBERT W. STEWART, P.A.
1110 BRICKELL AVE, PH 1
MIAMI, FL 33131

SUBJECT: BUCKEYE MANAGEMENT, INC.
Ref. Number: W98000026984

We have received your document for BUCKEYE MANAGEMENT, INC. and check(s) totaling \$122.50. 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.

Pamela Hall
Document Specialist

Letter Number: 898A00057170

ARTICLES OF INCORPORATION
OF
STUART DEALERSHIP, INC.

FILED
98 DEC 24 PM 2: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

Article I.

CORPORATE NAME

EFFECTIVE DATE
12-17-98

The name of the corporation shall be STUART DEALERSHIP, INC.

Article II.

MAILING ADDRESS

The mailing address of the corporation shall be 14273 S.W. 176TH Terrace, Miami, Florida 33177.

Article III.

AUTHORIZED SHARES

The number of shares the corporation is authorized to issue shall be 10,000 shares with a par value of \$1.00 per share.

Article IV.

CLASSES OF SHARES

The corporation is authorized to issue one class of shares that together shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

Article V.

PREFERENCES

The board of directors shall not have any authority to establish any series of shares or to fix or determine any preferences, limitations or relative rights of shares issued by the corporation.

Article VI.

PREEMPTIVE RIGHTS

The shareholders of the corporation shall not have a preemptive right to acquire the unissued shares of the corporation.

Article VII.

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is 999 Brickell Avenue, Suite 1006, Miami, Florida 33131. The initial registered agent at that office is Robert W. Stewart, P.A.

Article VIII.

INCORPORATORS

The name and address of the incorporator is:

Debra Blatchford
14273 S.W. 176th Terrace
Miami, Florida 33177

Article IX.

DIRECTORS

The name and address of the individual who is to serve as the initial director is:

Debra Blatchford
14273 S.W. 176th Terrace
Miami, Florida 33177

Article X.

PURPOSE

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

Article XI.

INDEMNIFICATION

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Fla. Stat. 607.0850.

Article XII.

BY LAWS

The power to adopt, alter amend or repeal by-laws is reserved to the shareholders of the corporation.

Article XIII.

RESTRICTIONS ON TRANSFER OF SHARES

Any transfer of shares of the corporation shall obligate the shareholder first to offer the corporation and the other shareholders, consecutively, an opportunity to acquire the shares proposed for transfer.

Article XIV.

EFFECTIVE DATE


The existence of the corporation shall begin on the date of execution of these Articles of Incorporation.

In witness whereof this instrument has been executed the 17th day of December, 1998.

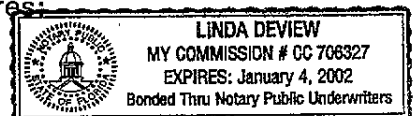

DEBRA BLATCHFORD, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17 day of December, 1998 by DEBRA BLATCHFORD who presented Fl. Drivers Lic as identification and who did take an oath.


NOTARY PUBLIC, State of Florida at Large

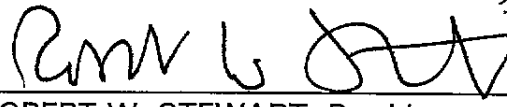
My Commission Expires:



REGISTERED AGENT ACKNOWLEDGEMENT

The undersigned hereby accepts appointment as registered agent for the above corporation and affirms that he is familiar with, and accepts, the obligations of that position.

ROBERT W. STEWART, P.A.



ROBERT W. STEWART, President
Registered Agent

98 DEC 24 PM 2:22
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA