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ACCOUNT NO. : 072100000032

REFERENCE : 094087 7173840

AUTHORIZATION : Patricia Pujate

COST LIMIT : \$ 70.00

ORDER DATE : January 11, 1999

ORDER TIME : 10:20 AM

400002736894--9

ORDER NO. : 094087-005

CUSTOMER NO: 7173840

CUSTOMER: Mr. William H. Barton  
MR. WILLIAM H. BARTON  
MR. WILLIAM H. BARTON  
1370 Windy Ridge Court

Longwood, FL 32750

DOMESTIC FILING

NAME: INTERNATIONAL MOTOR SALES & LEASING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 11 PM 4:59

RECEIVED  
99 JAN 11 PM 1:41  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 11 PM 4:59

ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL MOTOR SALES & LEASING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:  
INTERNATIONAL MOTOR SALES & LEASING, INC.

The address of the principal office of this corporation shall be 1370 Windy Ridge Court, Longwood, Florida 32750, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

William Barton  
Dir.

1370 Windy Ridge Court,  
Longwood FL 32750

John C. Burleigh  
Dir.

171 Hill Street,  
Casselberry FL 32707

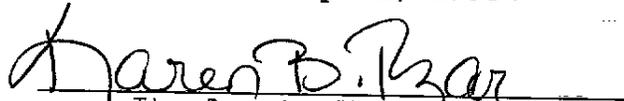
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

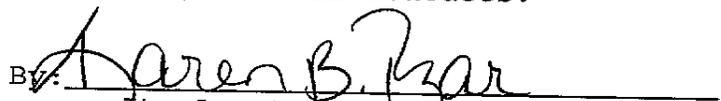
The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on January 11, 1999.

  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Its Agent, Karen B. Rozar  
Authorized Service Representative  
Corporation Service Company

BMO/ANGIE GLISAR