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Florida Department of State
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To:

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Fax Number : (850) 922-4001

From:

Account Name : KILLGORE, PEARLMAN, STAMP, ORNSTEIN & SQUIRES
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FLORIDA PROFIT CORPORATION OR P.A.

VICTORY AUTOMOTIVE GROUP, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
VICTORY AUTOMOTIVE GROUP, INC.**

ARTICLE I - NAME

The name of this corporation is VICTORY AUTOMOTIVE GROUP, INC. and its principal place of business and mailing address is 3600 Hideaway Lane, Melbourne, Florida 32934.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$1.00 per share.

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 940 Highland Avenue, Orlando, Florida 32803 and the name of the initial registered agent of this corporation at that address is MARK L. ORNSTEIN.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

MARTIN F. STAMP
940 Highland Avenue
Orlando, Florida 32803

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ARTICLE VII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of February, 1999.


MARTIN F. STAMP, Incorporator


STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of February, 1999, by Martin F. Stamp, who is personally known to me or who has produced Florida Driver's License as identification and who did take an oath.



Carol L. Borglum
My Commission CC628066
Expires March 09, 2001

NOTARY PUBLIC:

SIGN: 
PRINT: Carol L. Borglum
State of Florida at Large
My Commission Expires:
Commission No:/Serial No:

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for VICTORY AUTOMOTIVE GROUP, INC. hereby accepts such appointment this 25th day of February, 1999, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.


MARK L. ORNSTEIN

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