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CHARLES M. SAMAHA  
Attorney at Law

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\*\*\*\*\*SPEED MEMO\*\*\*\*\*

February 17, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 5327  
Tallahassee, Fla. 32314

900002734569--1  
-03/04/99-01066-006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Brown Automotive, Inc.

Dear Sir:

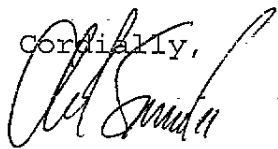
Please find enclosed original of Articles of Incorporation, original Resident Agent Designation form, and check in the amount of \$70.00 covering the total filing fee.

Please return a copy of the filed Articles of Incorporation to:

Charles M. Samaha, Esq.  
Post Office Box 450  
St. Petersburg, FL 33731-0450

Thank you for your assistance in this matter.

Cordially,

  
CHARLES SAMAHA

Encl.

FILED  
99 MAR -4 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
3-5-99  
4/10/99

ARTICLES OF INCORPORATION  
OF  
BROWN AUTOMOTIVE, INC.

FILED  
99 MAR -4 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS OF CORPORATION

The name and address of the corporation are Brown Automotive, Inc., 1275 Starkey Road, Bldg. B, Largo, FL 33771.

ARTICLE II

Duration

The duration of the corporation is perpetual.

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 one thousand (1,000) shares of one dollar (\$1) par value common stock which shall be designated common shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 259 Fourth Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent at such address is CHARLES M. SAMAHA.

ARTICLE VI

Management of Corporation

The names and addresses of the initial officers and directors who shall hold office the first year of the corporation's existence

or until their successors are elected, are: Linda Harris, President & Secretary; Gary Harris, Vice President & Treasurer. All are located at 1275 Starkey Road, Bldg. B, Largo, FL 33771.

ARTICLE VII

Incorporators

The name and address of the persons signing these Articles is: Gary Harris, 1275 Starkey Road, Bldg. B, Largo, FL 33771.

ARTICLE VIII

Amendments

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22 day of February, 1999.

Witness

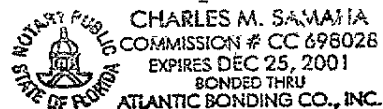
Witness

Incorporator

STATE OF FLORIDA     )  
COUNTY OF PINELLAS )

ACKNOWLEDGED TO before me by, Gary Harris, who is personally known to me, this 22 day of February, 1999.

Notary Public, State of Fla.  
Charles Samaha  
My Commission Expires:



**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: \_\_\_\_\_  
Brown Automotive, Inc.

2. The name and address of the registered agent and office is:  
Charles Samaha, 259-4th Ave. N., St. Pete., FL 33701

(P. O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

SIGNATURE

*James Harris*  
(Corporate Officer)

TITLE VP

DATE 2-22-99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

*Charles Samaha*

(Registered Agent)

DATE

2-22-99

REGISTERED AGENT FILING FEE: \$20.00

**FILED**  
99 MAR -4 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA