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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

TALLAHASSEE METRO DEALERS ASSOCIATION, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the laws of the State of Florida, hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME

. The name of the corporation is: TALLAHASSEE METRO DEALERS ASSOCIATION, INC.

ARTICLE II. PURPOSE

The general purpose for which this corporation is organized is to conduct any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III. TERMS OF EXISTENCE

The corporation is to commence its existence on the date of filing these Articles of Incorporation with the Secretary of State, State of Florida, and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE IV. AMOUNT OF AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to issue is 1000 shares, having \$1.00 nominal or par value each.

TLH1\CORPSEC\21476.2 10285/0001 RCD mb 3/12/99 The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or by the director(s) at a meeting called for such purpose or at the organizational meeting.

All of the aforementioned stock is to be issued as fully-paid and non-assessable.

ARTICLE V. INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VI. INITIAL STREET ADDRESS

The initial street address in this state of the principal office of the corporation is:

215 South Monroe Street, Tallahassee, Florida 32301 and its initial registered agent at such address is RALPH C. DATILLIO.

ARTICLE VII. NUMBER OF DIRECTORS

The Board of Directors shall consist of not fewer than one (1) nor more than five (5) directors. The name and address of the initial director of this corporation is as follows:

Name

Address

Richard L. Higginbotham

2417 West Tennessee Street Tallahassee, FL 32304 Louis Trotta

2417 West Tennessee Street

Tallahassee, FL 32304

John Lumpkin

2417 West Tennessee Street

Tallahassee, FL 32304

ARTICLE VIII. SUBSCRIBER

The name and street address of the person signing these Articles of Incorporation as a subscriber is as follows:

Name

Address

RALPH C. DATILLIO

215 South Monroe Street Tallahassee, FL 32301

ARTICLE IX. AMENDMENT

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

THE UNDERSIGNED, being the original subscriber to these Articles of Incorporation for the purpose of forming a corporation for profit and to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts contained herein stated are true.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation, this, day of
RALPH C. DATILLIO Subscriber
STATE OF FLORIDA) COUNTY OF LEON) SS:
BEFORE ME, a Notary of Public, authorized to take acknowledgments in the state and county aforesaid, personally appeared RALPH C. DATILLIO, who acknowledged before me that he executed the Articles of Incorporation above set forth. He is personally known to me or has produced as identification. Witness my hand and seal this 15 day of March, 1999.
Margaret Baremont
MARGARET BEAUMONT Notary Public My Commission Expires: 10/21/2000
Margaret Beaumont MY COMMISSION # CC585140 EXPIRES October 27, 2000 BONDED THRU TROY FAIM INSURANCE, INC.

STATE OF FLORIDA DEPARTMENT OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FI ORIGA

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served

RALPH C. DATILLIO

The following is submitted, in compliance with Chapter 607.034 Florida Statutes:

TALLAHASSEE METRO DEALERS ASSOCIATION, INC.

a corporation organizing under the laws of the State of Florida
with its principal offices at 215 South Monroe Street, Tallahassee, Florida 32301 has named
RALPH C. DATILLIO at said address as its agent to accept service of process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep my office open during prescribed hours; and to post my name in some conspicuous place in my office as required by law.

ŔALPH C. DATILLIO

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Registered Agent