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March 10, 1999

Secretary of State

Division of Corporations

409 E. Gaines Street

Tallahassee, FL 32301

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-04/06/99--01002--025

\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: TRI-COUNTY AUTOMOTIVE, INC.

Dear Division:

Enclosed is the executed original and one copy of the Articles of Incorporation for the above referenced corporation.

I have also enclosed my check made payable to the Secretary of State in the amount of \$78.75 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Designation	\$ 35.00
TOTAL	\$ 78.75

Please return the certified copy to my office.

Thank you for your kind cooperation.

Sincerely,

MICHAEL D. MILLHORN, P.A.

Fred W. Mundie, Jr.  
Attorney at Law

enc

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -6 PM 11:00

**ARTICLES OF INCORPORATION  
OF  
TRI-COUNTY AUTOMOTIVE, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -6 11:11:00

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of the corporation is:

**TRI-COUNTY AUTOMOTIVE, INC.**

and the principal mailing address of the corporation is:

**13575 U.S. HWY 441**

**LADY LAKE, FLORIDA 32159**

Article II - Purpose

The general purpose for which the Corporation is organized is to include the transaction of any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act, the laws of the State of Florida or of the United States of America.

Article III - Duration

The duration of the Corporation is to be perpetual. The date and time of the corporate existence is the time these Articles of Incorporation are filed with the Secretary of State's office.

Article IV - Capital Stock

This Corporation is initially authorized to issue 100 shares of One Dollar (\$1.00)

par value common stock which shall be designated "Common Shares–Class 'A' voting," which shall be entitled to one vote per share. Additional shares may be authorized and issued by the Corporation, but in that event, those shares shall be titled as "Common Shares–Class 'B' non-voting," which shall have no rights related to control or operation of the Corporation.

#### Article V- Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is:

**13575 U.S. HWY 441  
LADY LAKE, FLORIDA 32159**

and the name of the initial registered agent of this Corporation at that office is:

**RICHARD W. SNYDER, JR.**

#### Article VI - Initial Board of Directors

This Corporation shall have One Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one and not more than five. The Director, in his sole discretion, may appoint Officers of the Corporation at any time. The name and address of the initial Director of this Corporation is as follows:

**Richard W. Snyder, Jr.  
13575 U.S. Hwy 441  
Lady Lake, Florida 32159**

#### Article VII - Management

The initial management of the Corporation shall be vested in the following named individual, holding the capacity so stated:

**Richard W. Snyder, Jr. – President and Secretary/Treasurer**

Article VIII - Incorporator

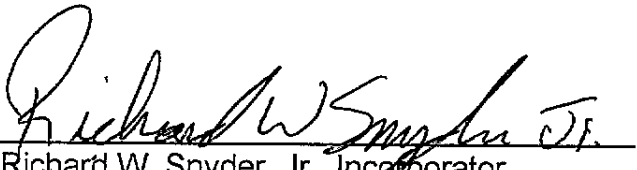
The name and address of the person signing these Articles of Incorporation is:

**Richard W. Snyder, Jr.  
13575 U.S. Hwy 441  
Lady Lake, Florida 32159**

Article IX - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

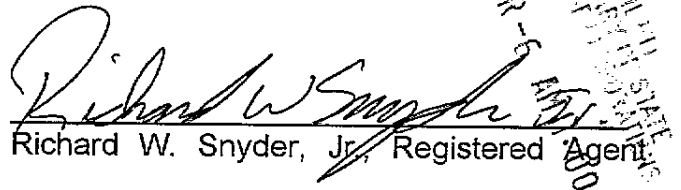
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12 day of March, 1999.

  
Richard W. Snyder, Jr., Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 12 DAY OF MARCH, 1999.

  
Richard W. Snyder, Jr., Registered Agent

96 APR - 5  
DIVISION OF REVENUE  
STATE OF FLORIDA

STATE OF FLORIDA

COUNTY OF MARION

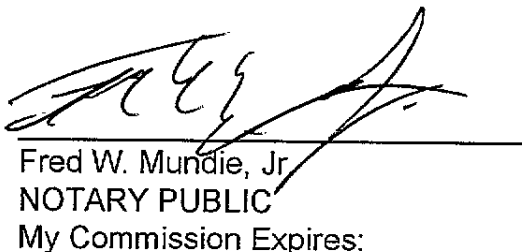
BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared RICHARD W. SNYDER, JR., who produced a Florida Driver's License as identification, as Incorporator, executed the foregoing Articles of Incorporation of TRI-COUNTY AUTOMOTIVE, INC., and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12 day of March, 1999.

(SEAL)



Fred W. Mundie, Jr.  
MY COMMISSION # CC732689 EXPIRES  
April 12, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Fred W. Mundie, Jr.  
NOTARY PUBLIC  
My Commission Expires: