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JEROME P. VENTURA, P.A.
ATTORNEY AT LAW

12333 Northwest 18th Street, Suite 5
Pembroke Pines, Florida 33026

JEROME P. VENTURA

Broward (954) 438-2828
Fax (954) 438-2885

April 7, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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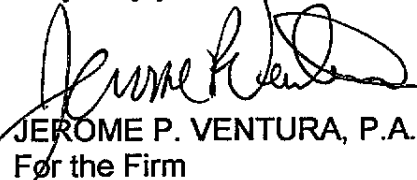
RE: **Best Buy Pre-Owned Auto Sales, Inc.**

Gentlemen:

Enclosed please find, for filing, two (2) original copies of Articles of Incorporation for BEST BUY PRE-OWNED AUTO SALES, INC. We have confirmed with your office that the above name is available. Also enclosed please find my office check in the amount of \$172.50. This includes an additional \$50.00 for five certified copies of the Articles. Once the Articles have been filed, kindly forward one conformed original copy and five certified copies to the undersigned.

Thank you for your anticipated cooperation. If you have any questions, please do not hesitate to contact my office.

Very truly yours,


JEROME P. VENTURA, P.A.
For the Firm

JPV:acd
Enclosures

would like (6) cc
refund \$50.00

Rec. date 4/9

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Articles of Incorporation

ARTICLE I

NAME: The name of the Corporation is:

Best Buy Pre-Owned Auto Sales, Inc.

ARTICLE II

DURATION: The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE: The purpose of the Corporation is to engage in any and/or all activities or business purposes permitted under the Laws of the United States of America and the State of Florida including but not limited to any and all facets regarding:

Any and all aspects of the Automobile, loans, financing, sales, service and maintenance industry.

ARTICLE IV

CAPITAL STOCK: The maximum number of shares which this corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a ONE CENT (.01) par value per share.

ARTICLE V

PRE-EMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares (and securities) convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized or issued), including shares from the treasury of this corporation, in the ration that the number of shares (s)he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from one corporation, stating the prices, terms and conditions of the issue of shares, and inviting them to exercise their pre-emptive rights. This right may be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

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ARTICLE VI

INFORMAL ACTION OF DIRECTORS: If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are files with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

ARTICLE VII

POWERS: The corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the State of Florida where this corporation is formed. In addition, the corporation shall have the following specific powers:

- A. To elect or appoint officers and agents of the corporation and to fix their compensation.
- B. To act as an agent for any individual, association, partnership, corporation or other legal entity.
- C. To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments.
- D. To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation.
- E. To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VIII

No contract or transaction between this corporation and any of its directors, or between this corporation and any other corporation, firm, association, or other legal entity shall be

invalidated by reason of the fact that the director of the corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the

meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

ARTICLE IX

MEETING BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone as provided by law, but special meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE X

INDEMNIFICATION: The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the by-laws of this corporation pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE XI

INITIAL REGISTERED OFFICE/AGENT AND PRINCIPAL ADDRESS: The name and address of the initial registered agent and principal office of this corporation is as follows:

Carla Leonard
6209 Hollywood Boulevard
Hollywood, Florida 33024

Articles of Incorporation
Best Buy Pre-Owned Auto Sales, Inc.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE XII

INITIAL BOARD OF DIRECTORS: This corporation shall have one director(s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

Carla Leonard
6209 Hollywood Boulevard
Hollywood, Florida 33024

The person named as initial director shall hold office until the successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE XIII


INCORPORATION: The name of the incorporator is:

Carla Leonard President

ARTICLE XIV

CHAPTER "S": This corporation reserves the right to function as an entity pursuant to any Internal Revenue provision, including but not limited to Chapter "S".

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 7 day of April, 1999.


Carla Leonard
Incorporator


Articles of Incorporation
Best Buy Pre-Owned Auto Sales, Inc.

STATE OF FLORIDA :
COUNTY OF BROWARD:

On the 7 day of April, 1999, before me personally appeared Carla Leonard, before me known to be the person described as Incorporator or who produced the following identification DL Lic and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to these Articles of Incorporation on the above date.

(SEAL)

NOTARY PUBLIC - STATE OF FLORIDA
SHENEZA GIBSON
COMMISSION # CC724063
EXPIRES 3/12/2002
BONDED THRU ASA 1-888-NOTARY1


Notary Public
State of Florida at Large

My commission expires:

Articles of Incorporation
Best Buy Pre-Owned Auto Sales, Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for "Best Buy Pre-Owned Auto Sales, Inc". at the place designated in the Articles of Incorporation, I, Carla Leonard agree to act in this capacity and agree to comply with the provisions of Section 48.091 F.S. relative to keeping open such office.

Date

4/7/99

(Signature of Registered Agent)

Carla Leonard

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SECRETARY OF STATE
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