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-06/25/99-01053-013
*****78.50 *****78.50

June 23, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

RE: Filing of Articles of Incorporation for
D&K Auto Holdings, Inc.

Ladies and Gentlemen:

Enclosed are the Articles of Incorporation for a corporation to be incorporated as D&K Auto Holdings, Inc. Enclosed is also check in the amount of \$78.50, representing the filing fee for the enclosed.

If you have any additional questions, please feel free to contact my office.

Sincerely,

Mark A. Rothman, Esquire

MAR/mr

Enclosures

FILED
99 JUN 25 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK JUN 29 1999

ARTICLES OF INCORPORATION

OF

D&K AUTO HOLDINGS, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

D&K AUTO HOLDINGS, INC.

ARTICLE II - ADDRESS

The principal address of the corporation shall be:

1180 Court Street
Clearwater, Florida 33756

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSES

The general character or nature of the business to be transacted by this Corporation is to do any and all legal acts as permitted under the laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1000 shares of voting common stock, each having the par value of \$1.00.

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99 JUN 25 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI - NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name and address of its initial Registered Agent is:

| NAME | ADDRESS |
|------------------|--|
| DAVID A. DICKSON | 1180 Court Street Clearwater, Florida 33756 |

ARTICLE VIII - INCORPORATORS

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

| NAME | ADDRESS |
|------------------|--|
| DAVID A. DICKSON | 1180 Court Street Clearwater, Florida 33756 |

ARTICLE IX - DATE OF COMMENCEMENT

The date of commencement of corporation existence to commence upon the filing of the Articles herein by the Department of State.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of June, 1999.



DAVID A. DICKSON, Incorporator

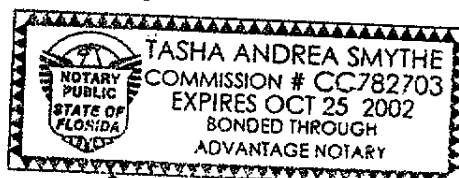
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above personally appeared DAVID A. DICKSON, who presented FLN 1250-161-62443-0 as personal identification, who acknowledged to me that he executed these Articles of Incorporation.



Notary Public, State of Florida at Large

My Commission Expires:



DEPARTMENT OF STATE

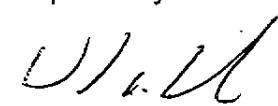
Certificate designating place of business or domicile for the Service of Process within this State, Naming Agent upon whom Process may be served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

D&K AUTO HOLDINGS, INC. a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 1180 Court Street, Clearwater, Florida 33756, County of Pinellas, State of Florida, and names DAVID A. DICKSON, 1180 Court Street, Clearwater, Florida 33756, County of Pinellas, State of Florida, as its agent to accept service of process with the State.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


DAVID A. DICKSON, Registered Agent

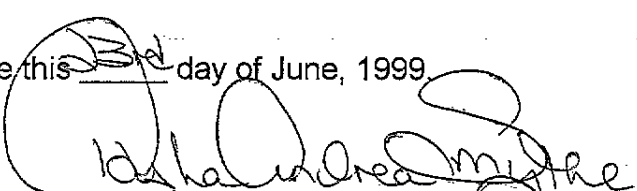
Filing Fee: \$35.00

AFFIDAVIT:

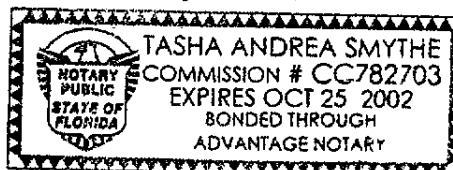
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared DAVID A. DICKSON, who presented FLDL 0250-1161-62-443-D as personal identification, and who, being duly sworn, deposes and says that he executed the foregoing instrument for the purposes expressed therein.

Sworn to and subscribed before me this 23rd day of June, 1999


Notary Public, State of Florida at Large

My Commission Expires:



FILED
99 JUN 25 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA