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Lindsay, Andrews, Leonard & Slingerland

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

124 WILLING STREET, S.E.

MILTON, FLORIDA 32570

ALLEN W. LINDSAY, JR.*
ROY V. ANDREWS
T. A. LEONARD**
J. JEFFERY SLINGERLAND

* ALSO ADMITTED IN ALABAMA
** ALSO ADMITTED IN ALABAMA & CALIFORNIA

October 7, 1999

(850) 623-3200
939-5055
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REPLY TO:
POST OFFICE BOX 586
MILTON, FLORIDA 32572

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

900003011929--2
-10/11/99-01122-009
*****122.50 *****78.75

RE: AUTO GALLERY OF PENSACOLA, INC.

Dear Sir:

Enclosed herewith please find the original and one (1) copy of the Articles of Incorporation of AUTO GALLERY OF PENSACOLA, INC., together with our check in the amount of \$122.50 representing:

CORPORATE FILING FEE:	\$ 35.00
CERTIFIED COPY	52.50
RESIDENT AGENT DESIGNATIONS:	<u>35.00</u>
TOTAL:	\$122.50

Should you have any questions or comments, please do not hesitate to contact the undersigned. Thank you for your assistance in this matter.

Sincerely yours,

LINDSAY, ANDREWS, LEONARD
& SLINGERLAND


J. JEFFERY SLINGERLAND

JJS:kal
Enclosures

EFFECTIVE DATE
10-7-99

cc: client

FILED

99 OCT 11 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN OCT 15 1999

EFFECTIVE DATE
10-7-99

FILED
99 OCT 11 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AUTO GALLERY OF PENSACOLA, INC.**

ARTICLE I - NAME

The Name of the Corporation is AUTO GALLERY OF PENSACOLA, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual. Existence of the corporation shall commence on the date of execution and acknowledgement of these articles.

ARTICLE III - PURPOSES

This corporation is organized for the purpose of all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares, all of which shall be common shares with par value of \$1.00.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office and the principal office of this corporation is 792 Van Pelt Lane, Pensacola, Florida 32505, and the name of the initial registered agent of this corporation at that address is DAVID J. TURNER.

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 by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
David J. Turner	792 Van Pelt Lane, Pensacola, FL 32505

ARTICLE VII - INCORPORATORS

The name and address of the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
David J. Turner	792 Van Pelt Lane, Pensacola, FL 32505

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

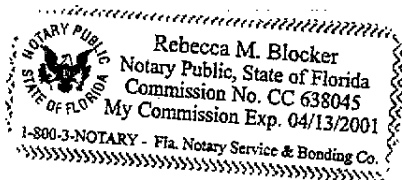
IN WITNESS WHEREOF, I, DAVID J. TURNER, the undersigned subscriber and incorporator of this corporation has executed these articles of incorporation this 7th day of October, 1999.

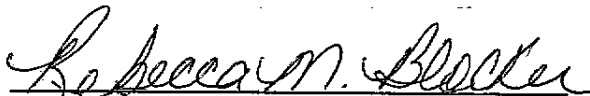


DAVID J. TURNER

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing Article of Incorporation were acknowledge before me this 7th day of October, 1999, by DAVID J. TURNER, who is personally known to me or who produced valid identification in the form of FLDL# T656-170-55-082-0.






Notary Public
Print Name Rebecca M. Blocker
Commission No.: CC638045
My Commission Expires: 4/13/01

ACCEPTANCE OF REGISTERED AGENT

I, DAVID J. TURNER, hereby am familiar with and accept the duties and responsibilities
as registered agent for said corporation.



DAVID J. TURNER

FILED
99 OCT 11 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA