

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.
Account Number : I19990000133
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FLORIDA PROFIT CORPORATION OR P.A.

Tropical Auto Acquisition, Inc.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION
OF
TROPICAL AUTO ACQUISITION, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is TROPICAL AUTO ACQUISITION, INC.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 5912 New Kings Road, Jacksonville, Florida 32209-2134.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares

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may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is One Independent Drive, Suite 3000, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is MABM Corporate Services, Inc. The board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

MABM Corporate Services, Inc.
One Independent Drive, Suite 3000
Jacksonville, Florida 32202

ARTICLE VII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the shareholder(s) may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

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MARTIN, ADE. B&M

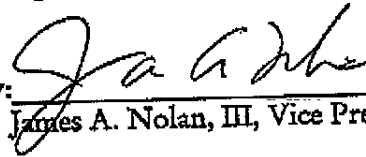
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IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand this 1st day of November, 1999.

MABM CORPORATE SERVICES, INC.,
a Florida corporation
Incorporator

By:



James A. Nolan, III, Vice President

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
TROPICAL AUTO ACQUISITION, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, MABM Corporate Services, Inc., located at One Independent Drive, Suite 3000, Jacksonville, Florida, 32202, having been named as registered agent to accept service of process upon Tropical Auto Acquisition, Inc., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 1st day of November, 1999.

MABM CORPORATE SERVICES, INC.,
a Florida Corporation
Registered Agent

By 
James A. Nolan, III, Vice President

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