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JANUARY 1, 2000

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

800003098798-8
-01/14/00-01046-008
*****70.00 *****70.00

SUBJECT: OLD RIDGE AUTO SALES, INC.

PLEASE FIND ENCLOSED ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN THE AMOUNT OF \$70.00.

FROM: TOM STEVENTON
6307 RIDGE ROAD
PORT RICHEY, FL 34668
727-849-5529

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 14 PM 5:31

g/ta100

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 14 PM 5:31

ARTICLE ONE - NAME

THE NAME OF THE CORPORATION SHALL BE: OLD RIDGE AUTO SALES, INC.

ARTICLE TWO - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE: 6307 RIDGE ROAD, PORT RICHEY, FL 34668.

ARTICLE THREE - CAPITAL STOCK

THE NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 1000 WITH A PAR VALUE OF \$1.00 PER SHARE.

ARTICLE FOUR - INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS: TOM STEVENTON, 6307 RIDGE ROAD, PORT RICHEY, FL 34668.

ARTICLE FIVE - INCORPORATORS

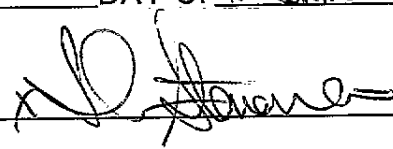
THE NAME(S) AND ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS (ARE): TOM STEVENTON, 6307 RIDGE ROAD, PORT RICHEY, FL 34668.

ARTICLE SIX - DIRECTORS

THE INITIAL DIRECTORS OF THE CORPORATION ARE SCOTT HUGHES, CONSTANCE MAE FRANZ HUGHES, AND TOM STEVENTON.

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS
X 6 DAY OF X JAN, 2000

SIGNATURE: _____



TOM STEVENTON

SIGNATURE: _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE 00 JAN 14 PM 5:31

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: OLD RIDGE AUTO SALES, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
TOM STEVENTON, 6307 RIDGE ROAD, PORT RICHEY, FL 34668.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: X 
TOM STEVENTON

DATE: X 1-6-2000