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PLEASE REPLY TO:

Winter Haven

June 10, 1998

98 JUN 11 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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~~VIA FEDERAL EXPRESS~~

Ms. Barbara Keys
ATTORNEYS' TITLE INSURANCE FUND, INC.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

Return to
P.O. Box 1079
Lake Wales, FL 33859

RE: TOWNSEND MOTORS, INC.

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***122.50 ***122.50

Dear Barbara:

Enclosed for filing with the Florida Department of State please find the following documents:

- Articles of Incorporation of TOWNSEND MOTORS, INC. (original and one copy).
- Certificate Designating Registered Agent and Office.

I am also enclosing this firm's check in the amount of \$122.50 made payable to the Florida Department of State covering the following costs:

Filing fee for Articles of Incorporation	\$ 35.00
Filing fee for Registered Agent Certificate	35.00
Certified copy of Articles	<u>52.50</u>
TOTAL	\$122.50

Hall

JUN 11 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms. Barbara Keys
June 10, 1998
Page Two

Also, after the documents have been filed, please call me with confirmation of the filing and have the extra copy of the Articles certified by the Secretary of State and returned to me.

If you have any questions, please give me a call. Thanks for your help.

Sincerely,



Kristen M. Buzzanca

KMB/kb
Enclosures

xc: Steve Townsend

ARTICLES OF INCORPORATION
OF
TOWNSEND MOTORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - Name

The name of the corporation is TOWNSEND MOTORS, INC. The address of the principal office of this corporation shall be 1020 East Main Street, Lakeland, Florida 33802, and the mailing address shall be the same.

ARTICLE II. - Duration

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of the State of Florida.

ARTICLE III. - Purpose

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

ARTICLE IV. - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "common shares".

ARTICLE V. - Preemptive Rights

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI. - Initial Registered Office and Agent

The street and post office address of the initial registered office of this corporation is 141 5TH Street N.W., P.O. Drawer 7608, Winter Haven, Florida 33883, and the name of the initial registered agent of this corporation at that address is Kristen M. Buzzanca.

ARTICLE VII. - Initial Board of Directors

This corporation shall have two directors 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 directors of this corporation are Rebecca Hannah Townsend and Steve Kent Townsend, 3425 Sandpiper Lane, Mulberry, Florida 33860.

ARTICLE VIII. - Incorporator

The name and address of the person signing these Articles of Incorporation is Steve Kent Townsend, 3425 Sandpiper Lane, Mulberry, Florida 33802.

ARTICLE IX. - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of June, 1998.

Signed in the presence of:

Martha S. Warnock

Steve Kent Townsend
STEVE KENT TOWNSEND

Alicia R. Smith
Two Witnesses

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 10th day of June, 1998, by STEVE KENT TOWNSEND, who is personally known to me or produced a Florida driver's license as identification.

(SEAL)

Martha S. Warnock
NOTARY PUBLIC

Print Name of Notary

My Commission Expires:



Martha S. Warnock
MY COMMISSION # CC694931 EXPIRES
November 26, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED

AGENT AND OFFICE

FILED

98 JUN 11 PM 2:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That TOWNSEND MOTORS, INC., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 141 5th Street, N.W., Post Office Drawer 7608, Winter Haven, Florida 33883-7608, has named KRISTEN M. BUZZANCA, located at 141 5th Street, N.W., Winter Haven, Florida 33881, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, KRISTEN M. BUZZANCA hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of her duties.

Kristen Buzzanca

KRISTEN M. BUZZANCA

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 10th day of June, 1998, by KRISTEN M. BUZZANCA, who is personally known to me or produced a Florida driver's license as identification.

(SEAL)

Jackie S. Hoverkamp

NOTARY PUBLIC
Jackie S. Hoverkamp

Print or Type Name of Notary

My Commission Expires:

H:\HOME\JSH\CORP\TOWNSEND



Jackie S. Hoverkamp
MY COMMISSION # CC585024 EXPIRES
November 19, 2000
BONDED THRU TROY FAIN INSURANCE, INC.