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-01/26/00-01045-014
*****78.75 *****78.75

ALLAN L. CASEY
DANIEL P. ROONEY

Law Office
ALLAN L. CASEY
P. O. Box 726
Tallahassee, Florida 32301-0726

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Tallahassee, Florida 32301

941-294-4468
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January 25, 2000

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines St.
P. O. Box 6327
Tallahassee, FL 32301
FEDERAL EXPRESS

100003110991-0
-01/26/00-01045-014
*****78.75 *****78.75

Re: MICHAEL COOLEY CHEVROLET, INC.

Gentlemen:

Enclosed herewith in connection with the above referenced matter, please find Articles of Incorporation and Designation of Registered Agent, to be filed with your office, together with my check payable to your order in the amount of \$ 78.75 to be allocated as follows:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	<u>8.75</u>
	\$ 78.75

Please forward certified copy to this office, via the enclosed envelope. Thanking you in advance for your assistance, I

With Kindest Regards,

Allan L. Casey

FILED
00 JAN 26 PM 12: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AC/mlm
Enc.

R. VARNADORE JAN 28 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 20, 2000

ALLAN L CASEY
PO BOX 7146
WINTER HAVEN, FL 33883-7146

SUBJECT: MICHAEL COOLEY CHEVROLET, INC.
Ref. Number: W00000001639

We have received your document for MICHAEL COOLEY CHEVROLET, INC. and check(s) totaling \$78.75. However, your check(s) and document are being returned for the following:

Please sign and return your check along with this document in order to complete your filing.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

RoseAnn Varnadore
Corporate Specialist Supervisor

Letter Number: 400A00002793

ARTICLES OF INCORPORATION
OF
MICHAEL COOLEY CHEVROLET, INC.

FILED
00 JAN 26 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF POLK

KNOW ALL MEN BY THESE PRESENTS: that the undersigned natural person is competent to contract, for the purpose of forming a Corporation under the laws of Florida, does hereby certify as follows:

ARTICLE I. NAME

The name of this Corporation is: MICHAEL COOLEY CHEVROLET, INC., whose street address is: 901 Hwy. 27 North, Haines City, Polk County, Florida 33844.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of this Corporation shall be One Hundred (100) shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV. PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI. ADDRESS

The principal office of this Corporation shall be at 901 Hwy. 27, North, Haines City, FL 33844, but the Corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII. DIRECTOR

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, according to By-Laws adopted by the Stockholders, but shall never be less than one.

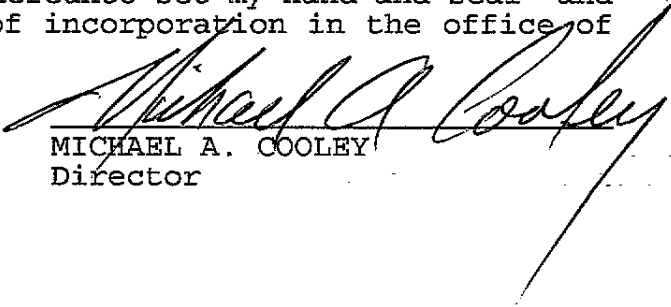
ARTICLE VIII. ORIGINAL DIRECTOR

The name and address of the initial member of the Board of Directors is: MICHAEL A. COOLEY
 901 Hwy. 27, North
 Haines City, FL 33844

ARTICLE IX. SUBSCRIBERS

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is: MICHAEL A. COOLEY, 901 Hwy 27 North, Haines City, FL 33844

IN WITNESS WHEREOF, I have hereunto set my hand and seal and file the foregoing certificate of incorporation in the office of the Secretary of State.

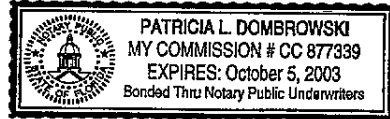

MICHAEL A. COOLEY
Director

STATE OF FLORIDA

COUNTY OF POLK

The forgoing instrument was acknowledged before me this 11th day of January, 2000, by MICHAEL A. COOLEY, who is personally known to me ~~or who is produced~~ as identification.

Patricia L. Dombrowski
Notary Public
State of Florida at Large



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant To Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST that MICHAEL COOLEY CHEVROLET, INC., desiring to organize under the laws of the State of FLORIDA, with its principle office, as indicated in the Articles of Incorporation, in the City of Haines City, State of Florida, has named MICHAEL A. COOLEY, located at 901 Hwy. 27 North, City of Haines City, County of POLK, State of FLORIDA, as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

BY:


MICHAEL A. COOLEY
Registered Agent

FILED
00 JAN 26 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA