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

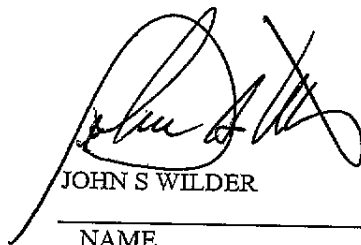
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JAN 24 PM 2:58  
TALLAHASSEE FLORIDA

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\*\*\*\*127.50 \*\*\*\*78.75

SUBJECT: SUNSHINE STATE AUTO AUCTION INC

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION  
AND OUR CHECK FOR \$ 127.50

FROM:

  
JOHN S WILDER  
NAME

810 CANTERBURY LANE  
ADDRESS

ADDRESS

KISSIMMEE, FL 34741  
CITY, STATE, ZIP

CITY, STATE, ZIP

407-847-0083  
PHONE

PHONE

Pam Murphy  
AUTHORIZATION BY PHONE TO  
CORRECT ART I, add punctuation  
DATE 1/28  
DOC. EXAM SH

**ARTICLES OF INCORPORATION  
OF  
SUNSHINE STATE AUTO AUCTION, INC.**

FILED  
00 JAN 24 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE 1. CORPORATE NAME**

THE NAME OF THIS CORPORATION IS **SUNSHINE STATE AUTO AUCTION, INC.**

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY AND ALL BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

**ARTICLE III. CAPITAL STOCK**

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS 1,000,000 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$.01

**ARTICLE IV. TERM OF EXISTENCE**

THIS CORPORATION SHALL EXIST PERPETUALLY.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

THE INITIAL OFFICE OF THIS CORPORATION SHALL BE:

4691 S. ORANGE BLOSSOM TRAIL  
KISSIMMEE, FL 34746

THE REGISTERED AGENT OF THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE:

JOHN S WILDER  
810 CANTERBURY LN  
KISSIMMEE, FL 34741

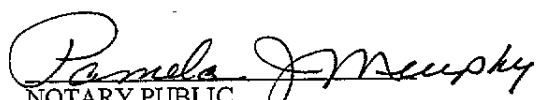
THE BOARD OF DIRECTORS FROM TIME TO TIME MAY MOVE THE REGISTERED OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED AS INCORPORATOR HAS EXECUTED THE  
FOREGOING ARTICLES OF INCORPORATION ON JAN 20, 2000

  
\_\_\_\_\_  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF : OSCEOLA

BEFORE ME, A NOTARY PUBLIC, PERSONALLY  
APPEARED John S WINDER, TO ME KNOWN TO BE THE PERSON  
DESCRIBED AS THE INCORPORATOR AND WHO EXECUTED THE FOREGOING ARTICLES OF  
INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT (HE) (SHE) SUBSCRIBED TO  
THESE ARTICLES OF INCORPORATION ON JAN 20 2000

  
NOTARY PUBLIC  
STATE OF FLORIDA  
MY COMMISSION EXPIRES 7-11-2001

PAMELA J. MURPHY  
Notary Public - State of Florida  
My Commission Expires Jul 11, 2001  
Commission # CC657885

#### **ARTICLE VI. BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY BYLAWS ADOPTED BY THE SHAREHOLDERS, BUT SHALL NEVER BE LESS THAN ONE.

#### **ARTICLE VII. INITIAL DIRECTORS**

THE NAME OF THE INITIAL DIRECTORS OF THIS CORPORATION AND THEIR STREET ADDRESSES ARE:

JOHN S WILDER  
810 CANTERBURY LN  
KISSIMMEE, FL 34741

#### **ARTICLE VIII. INCORPORATOR**

THE NAME AND STREET ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION AS THE INCORPORATOR IS:

JOHN S WILDER  
810 CANTERBURY LN  
KISSIMMEE, FL 34741

#### **ARTICLE IX. AMENDMENT**

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS' MEETING BY AT LEAST A MAJORITY OF THE STOCK ENTITLED TO VOTE, UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT OF THESE ARTICLES OF INCORPORATION TO BE MADE.

#### **ARTICLE X. BEGINNING CAPITAL**

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN \$500.00

#### **ARTICLE XI. OFFICERS**

THE OFFICERS OF THIS CORPORATION AND THE NAMES OF SAID OFFICERS WHO ARE TO SERVE UNTIL THE FIRST MEETING OF THE BOARD OF DIRECTORS ARE:

PRESIDENT\SEC\TREASURER      JOHN S WILDER

#### **ARTICLE XII IDEMNIFICATION**

EACH DIRECTOR AND OFFICER, IN CONSIDERATION OF THEIR SERVICES, SHALL BE IDEMNIFIED, WHETHER THEN IN OFFICE OR NOT, THE REASONABLE COSTS AND EXPENSES INCURRED BY THEM IN CONNECTION WITH THE DEFENSE OF OR FOR ADVICE CONCERNING ANY CLAIM ASSERTED OR PROCEEDING BROUGHT AGAINST THEM BY REASON OF THEIR BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION OR ANY SUBSIDIARY OF THE CORPORATION, WHETHER OR NOT WHOLLY OWNED, OR BY ANY REASON OF ANY ACT OR OMISSION TO ACT AS SUCH DIRECTOR OR OFFICER PROVIDED THAT THEY SHALL NOT HAVE BEEN DERELICT IN THE PERFORMANCE OF THEIR DUTY AS TO THE MATTER OR MATTERS IN RESPECT OF WHICH SUCH CLAIM IS ASSERTED OR PROCEEDING BROUGHT. THE FOREGOING RIGHT OF IDEMNIFICATION SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH ANY DIRECTOR OR DIRECTORS OR OFFICER OR OFFICERS MAY BE ENTITLED AS A MATTER OF LAW.


#### **ARTICLE XIII. COMPENSATION**

THE COMPENSATION OF THE OFFICERS OF THIS CORPORATION AS OFFICERS OR EMPLOYEES SHALL BE DETERMINED BY THE VOTE OF THE BOARD OF DIRECTORS EVEN THOUGH ANY OR ALL OF THE DIRECTORS ARE OFFICERS OR EMPLOYEES OF THE CORPORATION. THE COMPENSATION OF THE DIRECTORS OF THIS CORPORATION SHALL BE ESTABLISHED BY THE VOTE OF THE STOCKHOLDERS.

00 JAN 24 PM 2:58  
TALLAHASSEE FLORIDA

### ACCEPTANCE

I, JOHN S WILDER, HEREBY ACCEPT THE DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS UPON SUNSHINE STATE AUTO AUCTION, INC. WISHING TO ORGANISE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S REGISTERED OFFICE AT 810 CANTERBURY LANE. KISSIMMEE, FL 34741 AAND AGREE TO ACT AS REGISTEREDE AGENT FOR SAID CORPORATION AND TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW PERTAINING TO KEEPING OPEN SAID OFFICE AND UPON WHOM PROCESS MAY BE SERVED.

  
JOHN S WILDER

SWORN BEFORE ME THIS 20th DAY OF January 2000.

  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:

