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David Cole Davidson, Esquire  
11346 Harborside Drive  
Largo, Florida 33773  
Tel. (797) 397-9797

February 18, 2000


Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

000003146120--5  
-02/24/00-01051-011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen

Enclosed are the executed Articles of Incorporation of BAYTOWN AUTO SALES, INC. together with a check in the amount of \$78.75 to cover filing fees and certified copy. Please return the certified copy of the Articles directly to my attention.

Sincerely,

A handwritten signature in black ink, appearing to be "DCD" with a long horizontal stroke extending to the right.

David Cole Davidson, Esquire

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BAYTOWN AUTO SALES, INC.**

The undersigned hereby executes the following for the purpose of forming a corporation under the General Corporation Act of the State of Florida providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

**Name and Address**

The name of the corporation shall be BAYTOWN AUTO SALES, INC.

The street and mailing address of the corporation is:

8051 Ulmerton Road, Largo, Florida 33771

**ARTICLE II**

**Existence**

This corporation shall have perpetual existence unless sooner dissolved by law.

**ARTICLE III**

**Purpose**

The corporation is organized for the purpose of any and all lawful business under the laws of the State of Florida and the United States.

**ARTICLE IV—**

**Capital Stock**

The authorized capital stock of the corporation shall be 1,000 shares of common stock at no par value. Such stock shall be issued by the Board of Directors for such consideration as in the opinion of the Board of Directors is equivalent to such market value therefor, and said stock may be paid for in money or tangible personal property, but not for labor, services or stock, at a just

valuation to be fixed by the Board of Directors or issued as partly paid when so ordered by the Board of Directors.

## **ARTICLE V**

### **Preemptive Rights**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or to subscribe for, at the issue price thereof, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment therefor or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof. These provisions as to preemptive rights shall not be amended, rescinded, or otherwise altered in any manner except by unanimous vote of the shareholders.

## **ARTICLE VI**

### **Initial Registered Agent and Office**

The name of the initial registered agent of the corporation is Alex Michas.

The street address of the initial registered office and registered agent of this corporation is:  
8051 Ulmerton Road, Largo, Florida 33771

## **ARTICLE VII**

### **Initial Board of Directors**

The corporation shall be managed by a Board of Directors. The corporation shall have one director initially. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one. The name and address of the initial Director is:

Name:	Address:
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Alex Michas	8051 Ulmerton Road, Largo, Florida 33771
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VIII**  
**Incorporators**

The name and address of the person signing these articles is:

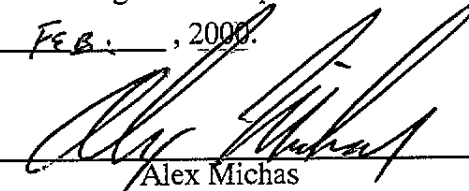
Name: Address:

Alex Michas 8051 Ulmerton Road, Largo, Florida 34642-3771

**ARTICLE IX**  
**Indemnification**


This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation on the 18 day of FEB., 2000.

  
Alex Michas

**ACCEPTANCE OF DESIGNATION**

I, the undersigned, am familiar with the obligations of resident agent and accept designation as Registered Agent of:  
BAYTOWN AUTO SALES, INC.

  
Alex Michas