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MICHAEL A. SIEFERT, P.A.

ATTORNEY AT LAW

606 SE THIRD AVENUE

OCALA, FLORIDA 34471

TELEPHONE: (352)732-0141

TELEFAX: (352)732-4295

May 10, 2000

State of Florida
Corporate Record Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/11/00--01079--001
***122.50 ***78.75

RE: Ocala JUNK AND AUTO PARTS, INC.

Dear Sir/Madam:


Enclosed are the Articles of Incorporation for the above corporation, together with our trust account check for \$122.50 to cover the following:

Filing Fee	\$70.00
Certified Copy	\$52.50
Total	\$122.50

Please send a certified copy to me at your earliest convenience.

Thank you for your prompt services in this regard. Should you have any questions, feel free to contact me at the above number.

Sincerely,



MICHAEL A. SIEFERT

MAS:jfs
Enclosures

FILED
00 MAY 11 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-15
WC

ARTICLES OF INCORPORATION OF
OCALA JUNK AND AUTO PARTS, INC.

FILED
00 MAY 11 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this Corporation is **OCALA JUNK AND AUTO PARTS, INC.**
2. 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.
3. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, having a par value of \$1.00 per share.
4. This Corporation shall have perpetual existence commencing upon filing of these Articles.
5. The Registered Agent and the street address of the initial registered agent of this corporation in the State of Florida shall be: JEAN A. BAER, 5910 S.W. 112th Place Road, Ocala, FL 34476, who by signature herein is accepting designation as Resident Agent.
6. The initial stockholders will be as follows:

STEPHEN BAER and JEAN A. BAER,
Joint tenants with right of survivorship

100 Shares

Shares held by each shareholder may not be sold or otherwise transferred to other persons or other entities, except as follows: a) sold back to the corporation at a price agreed to between the seller and the remaining shareholders, or if no price is found agreeable then at a price as determined by an independent appraiser; or b) devised by will to either a surviving spouse, descendant or other member of the immediate household at time of death; or c) to any third party after written consent to such conveyance by a majority vote of the remaining shares of stock. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article. No share shall be conveyed, split, transferred, or given by testamentary devise or otherwise, if such action would violate the federal prescriptions for an S corporation, as provided by law in effect at the time of proposed action.

7. The initial offices and officers shall be as follows:

STEPHEN BAER
JEAN A. BAER
JEAN A. BAER

President
Vice-President
Secretary-Treasurer

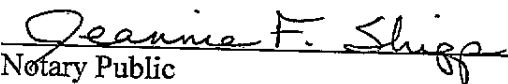
8. The business of this corporation shall be managed by the stockholders of the corporation, rather than by a Board of Directors.
9. The corporation may indemnify any officer or employee, or any former officer or employee, to the full extent permitted by law.
10. The name and principal street address of the person signing these Articles of Incorporation as the incorporator is: STEPHEN BAER, 5910 S.W. 112th Place Road, Ocala, FL 34476.
11. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation, by a simple majority vote of the outstanding shares of stock.
12. The principal place of business shall be 8213 S.E. Third Court, Ocala, FL 34480.
13. Both the President and the Vice President, acting in their sole capacity, have the authority to sign contracts, checks, receipts and otherwise conduct business on behalf of the corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 10th day of May, 2000.


STEPHEN BAER, Incorporator

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 10th day of May, 2000, by STEPHEN BAER, as Incorporator, of **OCALA JUNK AND AUTO PARTS, INC.**, a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced Florida driver license as identification.

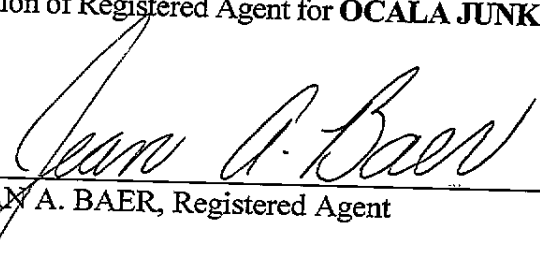

Notary Public
State of Florida at Large (SEAL)

My Commission Expires:



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

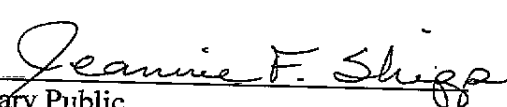
I, JEAN A. BAER, hereby accept the position of Registered Agent for **OCALA JUNK AND AUTO PARTS, INC.**



JEAN A. BAER, Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 10th day of May, 2000, by JEAN A. BAER, who is personally known to me or has produced Fla. Driver License as identification, and who did take an oath.



Notary Public
State of Florida at Large (SEAL)

My Commission Expires:



FILED
00 MAY 11 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FL 32399