

P0000000 67805

July , 2000

Florida Dept. of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32301

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-07/10/00--01120--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subj: Incorporation of SECOND CHANCE AUTO SALES, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone Number (321) 773-2020.

Thank you for your assistance in this matter.

Sincerely,

*Mary A. Cole*  
Mary A. Cole

FILED  
00 JUL 14 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Carrie GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT RA Address + priv. address  
DATE 7-14-00  
DOC. EXAM BR

REGISTER JUL 17 2000  
W-17664

ARTICLES OF INCORPORATION  
OF  
SECOND CHANCE AUTO SALES, INC.

FILED  
00 JUL 14 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is  
SECOND CHANCE AUTO SALES, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares  
of \$ 1.00 par value common stock, which shall be designated  
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

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

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2226 South Harbour City Blvd., Melbourne, FL 32909, and the name of the initial registered agent of this corporation at that address is MARY A. COLE.

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 bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

MARY A. COLE  
440 Cinnamon Drive  
Satellite Beach, Florida 32937

PAUL C. MORRIS  
290 Roosevelt Ave.  
Satellite Beach, Florida 32937

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 2226 South Harbour City Blvd., Melbourne, Florida 32909 and the mailing address of the corporation is 2226 South Harbour City Blvd., Melbourne, Florida 32909.

ARTICLE IX. INCORPORATOR

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

MARY A. COLE  
440 Cinnamon Drive  
Satellite Beach, Florida 32937

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 7<sup>th</sup> day of July, 2000.

Mary A. Cole  
MARY A. COLE

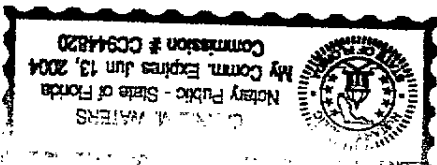
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MARY A. COLE to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 7 day of July, 2000.

WVDL#8440282

Carmi M. Waters  
Notary Public



DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That SECOND CHANCE AUTO SALES, INC., desiring to organize  
under the laws of the State of Florida, with its principal office  
at 2226 South Harbour City Blvd., Melbourne, Brevard  
County, Florida 32909 has named MARY A. COLE, located at 2226  
South Harbour City Blvd., Melbourne, Brevard County,  
Florida 32909, as its agent to accept service of process within  
this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

Mary A. Cole  
MARY A. COLE  
Registered Agent

FILED  
00 JUL 14 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA