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**Zimmer & Lawson Accounting Services**

2403 STATE STREET, TAMPA, FLORIDA 33609 813-354-8301 FAX 813-354-8201  
August 1, 2000

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

RE: Advantage Motors, Incorporated

3000003346373--5  
-08/04/00--01059--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Please find enclosed the Articles of Incorporation for Advantages Motors, Incorporated.

Along with the check for \$78.75.

From: Zimmer & Lawson Accounting Service, Inc.  
2403 State Street  
Tampa, FL. 33609  
813-354-8301

D. BROWN AUG - 9 2000

ARTICLES OF INCORPORATION  
OF  
ADVANTAGE MOTORS, INCORPORATED

FILED  
00 AUG -4 PM 12:36  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATORS OF THESE ARTICLES OF  
INCORPORATION, A NATURAL PERSONS COMPETENT, HEREBY PRESENTS  
THESE ARTICLES OF INCORPORATION FOR THE FORMATION OF A CORP-  
ORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I NAME

THE NAME OF THE CORPORATION IS: ADVANTAGE MOTORS,  
INCORPORATED.

ARTICLE II EXISTENCE

THE CORPORATION SHALL COME INTO EXISTENCE IMMEDIATELY  
UPON THE FILING OF THESE ARTICLES OF INCORPORATION AND SHALL HAVE  
A PERPETUAL EXISTENCE THEREAFTER.

ARTICLE III NATURE OF BUSINESS

THE NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES  
PROPOSED TO BE TRANSACTED, PROMOTED, OR CARRIED ON ARE TO ENGAGE  
IN ANY AND ALL LAWFUL BUSINESSES IN THE STATE OF FLORIDA, INCLUDING

RETAIL SALES OF AUTOMOBILES.

ARTICLE IV CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THE CORPORATION IS AUTHORIZED TO HAVE AT ANY ONE TIME IS 1000 SHARES OF COMMON STOCK. WITH THE BREAKDOWN : JAMES S. BECKETT 600 SHARES OF COMMON STOCK, AND LARRY R. GORMAN 400 SHARES OF COMMON STOCK.

ARTICLE V INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS \$1000.00.

ARTICLE VI ADDRESS & REGISTERED AGENT

THE POST OFFICE ADDRESS OF THE CORPORATION PRINCIPAL BUSINESS OFFICE IS 6815 N. FLORIDA AVE, TAMPA, FL. 33604. THE NAME AND ADDRESS OF ITS INITIAL REGISTERED AGENT IS MONICA Z. LAWSON 2403 STATE STREET , TAMPA, FL. 33609. THE BOARD OF DIRECTORS FROM TIME TO TIME MAY MOVE THE REGISTERED AGENTS OFFICE TO ANY OTHER OFFICE IN THE STATE OF FLORIDA. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

Monica Z. Lawson SIGNED THIS DAY Aug. 1, 2000

FILED  
00 AUG -4 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII BOARD OF DIRECTORS**

**THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THOSE  
DIRECTORS WHOSE NAME AND ADDRESSES ARE AS FOLLOWS;**

**PRESIDENT;                JAMES S. BECKETT  
                                 SS# 127-32-2443  
                                 4221 INTERLAKE DR.  
                                 TAMPA, FL. 33624**

**VP/SECRETARY:        LARRY R. GORMAN  
                                 SS# 261-06-3650  
                                 4703 PARSIMMON WAY  
                                 TAMPA, FL. 33624**

**ARTICLE VIII INCORPORATORS**

**THE NAME AND ADDRESS OF THE INCORPORATORS TO THESE  
ARTICLES OF INCORPORATION IS:**

**JAMES S. BECKETT  
SS# 127-31-2443  
4221 INTERLAKE DR.  
TAMPA, FL. 33624-2350**

**PRESIDENT  
60% OFFICER**

LARRY R. GORMAN  
SS# 261-06-3650  
4703 PARSIMMON WAY  
TAMPA, FL. 33624

VP/SECRETARY  
40% OFFICER

#### ARTICLE IX AMENDMENTS

THE ARTICLE OF INCORPORATION MAYBE AMENDED IN THE MANNER AS PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS, AND APPROVED AT A SHAREHOLDERS MEETING BY AMAJORITY OF THE STOCK ENTITLED TO VOTE THEREON. UNLESS ALL DIRECTORS AND ALL THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE. ALL RIGHTS OF THE SHAREHOLDERS ARE SUBJECT TO THESE RESERVATIONS.

#### ARTICLE X CHAPTER 'S'

THE DIRECTORS SHALL BE AUTHORIZED TO MAKE A DECLATATION AS MAYBE NECESSARY TO CAUSE THE CORPORATION TO QUALIFY FOR TREATMENT AS AN "S" CORPORATION UNDER SECTION 1362 OF THE INTERNAL REVENUE CODE.

#### ARTICLE XI INDEMNIFICATION

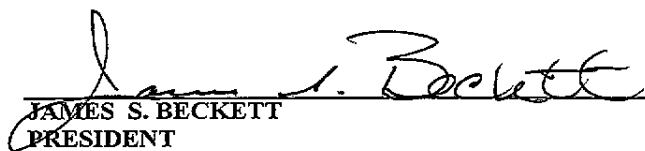
THE SHAREHOLDERS OF THE COMMON STOCK OF THIS CORPORATION SHALL HAVE PRESCRIPTIVE RIGHTS TO THE SHARES OF COMMON STOCK OR ANY OTHER TYPE OF STOCK OF THIS CORPORATION HEREAFTER ISSUED.


INWITNESS WHEREOF, THE INCORPORATORS ABOVE NAMED, HERE UNTO SET

THEIR HANDS AND SEALS ON THIS 1st DAY OF AUGUST 2000.

FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS FOR THE  
STATE OF FLORIDA AND MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE IN THE  
OFFICE OF THE SECRETARY OF THE STATE OF FLORIDA. THESE ARTICLES OF  
INCORPORATION AND CERTIFY THAT THE FACTS

HEREIN STATED ARE TRUE

  
JAMES S. BECKETT  
PRESIDENT

  
LARRY R. GORMAN  
VP/SECRETARY