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OCALA PARALEGAL SERVICES, INC.

1301 N.E. 14TH STREET
OCALA, FLORIDA 34470
(352) 401-9911

August 2, 2000

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

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*****78.75 *****78.75

Gentlemen:

Enclosed please find the original and (1) copy of the Articles of Incorporation of MARION AUTO SALES, INC.. Please make the effective date of the corporation August 10, 2000.

I have enclosed a money order in the amount of \$78.75 to cover the costs as follows:

| | |
|------------------------------|-----------------|
| Filing fees | \$ 35.00 |
| Certified Copy | 8.75 |
| Registered Agent Designation | <u>35.00</u> |
| Total | <u>\$ 78.75</u> |

Please forward a certified copy of the Articles of Incorporation to the below address:

Ocala Paralegal Services, Inc.
1301 N.E. 14th Street
Ocala, Florida 34470

Thank you in advance for your kind and prompt attention to this matter. Should you have any questions or are in need of further information, please feel free to contact me at the telephone number shown above in the letterhead.

Sincerely yours,

Christopher K. Clarke
Christopher K. Clarke
Ocala Paralegal Services, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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g 8/17/00

EFFECTIVE DATE

8/10/00

ARTICLES OF INCORPORATION
OF
MARION AUTO SALES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is MARION AUTO SALES, INC..

ARTICLE II

The existence of the Corporation shall begin on August 10, 2000.

ARTICLE III

The street address of the principal office of the Corporation is P.O. Box 769, McIntosh, Florida 32664..

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is ONE HUNDRED (100) no par value, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1301 N.E. 14th Street, Ocala, Florida 34470. The initial registered agent for the Corporation at that address is Christopher K. Clarke.

ARTICLE VI

The initial board of directors shall consist of ONE (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

| Name | Address |
|------------------|---|
| PAMELA T. MORGAN | P.O. Box 769 McIntosh, Florida 32664 |

ARTICLE VII

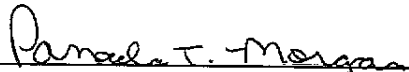
The names and street addresses of the persons signing these articles of incorporation are:

| Name | Address |
|------------------|---|
| PAMELA T. MORGAN | P.O. Box 769 McIntosh, Florida 32664 |

ARTICLE VIII

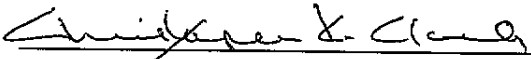
The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on August 2, 2000.


Name: PAMELA T. MORGAN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MARION AUTO SALES, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: CHRISTOPHER K. CLARKE

Date: 8/2/2000

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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