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LAW OFFICE OF
Craig W. Turner

2603 SOUTHEAST SEVENTEENTH STREET, SUITE C
OCALA, FLORIDA 34471

FACSIMILE
(352) 629-2988

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(352) 629-1155

October 9, 2000

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****122.50 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

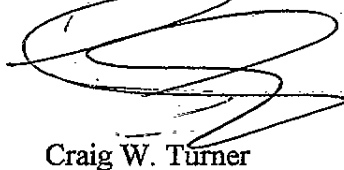
RE: Online Motors, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original Articles of Incorporation together with a check in the amount of \$122.50 to cover the filing fee, designation of registered agent and certified copy of the Articles of Incorporation for Online Motors, Inc.

Thank you for your assistance in this matter.

Very truly yours,



Craig W. Turner

CWT/js

Enclosures

FILED
00 OCT 11 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gy 10/11

ARTICLES OF INCORPORATION

OF

ONLINE MOTORS, INC.

FILED
00 OCT 11 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act for the purpose of an incorporation under the laws of the State of Florida, adopts the following Articles of Incorporation for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I: NAME

The name of this corporation shall be:

ONLINE MOTORS, INC.

ARTICLE II: GENERAL NATURE OF BUSINESS

The general purposes for which the corporation is organized shall be:

- (a) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
- (b) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE III: CAPITAL STOCK

The amount of capital stock for this corporation shall be 100 shares with a par value of One Dollars (\$1.00) per share.

ARTICLE IV: AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V: PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at 13131 E. Highway 316, Fort McCoy, Florida 32134, Marion County, Florida, with the privilege of having branch offices at other places within and without the State of Florida.

ARTICLE VI: CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The initial number of directors of the corporation shall be three (3). The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law. The name and address of the initial director of this corporation, is:

<u>NAME</u>	<u>ADDRESS</u>
Ronald D. Gedda	13131 E. Highway 316 Fort McCoy, Florida 32134
William F. Patterson	15699 N.E. 167 th Lane Fort McCoy, Florida 32134
Norman K. Pullman	15699 N.E. 167 th Lane Fort McCoy, Florida 32134

ARTICLE VIII: OFFICERS OF THE CORPORATION

The following shall constitute and be the officers of the corporation for the first year or until their successors are elected and qualify:

<u>NAME</u>	<u>OFFICE</u>
Ronald D. Gedda	President
William F. Patterson	Vice President

Norman K. Pullman

Secretary/Treasurer

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

William F. Patterson

15699 N.E. 167th Lane
Fort McCoy, Florida 32134

ARTICLE X: AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI: DESIGNATION OF REGISTERED AGENT

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

MOTEL-COUPONS.COM, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Ocala, County of Marion, State of Florida, has named CRAIG W. TURNER as its registered agent to accept service of process within this state, who is located at the following registered office: 2603 S.E. 17th Street, Suite C, Ocala, Florida 34471.

ARTICLE XII: ACKNOWLEDGMENT AND ACCEPTANCE


Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections

relative to keeping open the registered office.


CRAIG W. TURNER

FILED
00 OCT 11 PM 4:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 6th day of October, 2000.

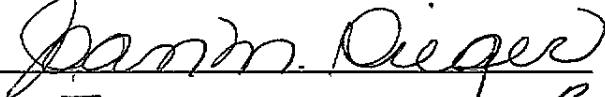

William F. Patterson

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Incorporation were acknowledged before me this 6th day of October, 2000, by William F. Patterson, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC:

Sign



Print

JOAN M. SIEGER

State of Florida at Large

Commission No:

My commission expires:



Joan M. Sieger
MY COMMISSION # CC720664 EXPIRES
April 28, 2002
BONDED THRU TROY FAIR INSURANCE, INC.