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LAW OFFICES OF
WEAVER & DORFMAN, P.A.

2285 W. EAU GALLIE BOULEVARD
MELBOURNE, FLORIDA 32935

CHARLES L. DORFMAN
KENNETH N. WEAVER, JR.

PHONE: (321) 259-0560
FAX: (321) 308-8026

October 26, 2000

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

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Re: S & S Auto Ventures, II, Incorporated

Dear Sir/Madam:

Enclosed please find the original and one copy of the *Articles of Incorporation of S & S Auto Ventures II, Incorporated* together with our check in the amount of \$122.50 which represents payment of the following fees:

Profit Corporation Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50

If you require any additional information, please contact my office immediately. Thank you for your prompt attention to this filing.

Very truly yours,



Charles L Dorfman

CLD:mm
encl.

FILED
00 OCT 30 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 1 2000

FILED

ARTICLES OF INCORPORATION

00 OCT 30 AM 10:38

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S & S Auto Ventures II, Incorporated

ARTICLE I. NAME

The name of this corporation is S & S Auto Ventures II, Incorporated.

ARTICLE II. DURATION

The period of duration of this corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 7,500 shares of capital stock with a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The mailing address and street address of the initial registered office of this corporation is 2285 W. Eau Gallie Boulevard Melbourne, Florida 32935 and the initial principal office of this corporation is 4831 Clyde Morris Boulevard, Port Orange, Florida 32119. The name of the initial registered agent at such address is: Charles L. Dorfman, Esquire.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of Directors may be either increased or diminished from time to time as provided by the Bylaws, but shall never be less than one. The names and addresses of the initial Director of this corporation are:

Stephen P. Rogers
1645 Dunlawton Avenue
Apt 2314
Port Orange, FL 32119

Shannon Rogers
1645 Dunlawton Avenue
Apt 2314
Port Orange, FL 32119

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of this corporation is:

Stephen P. Rogers
1645 Dunlawton Avenue
Apt 2314
Port Orange, FL 32119

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any officer or Director or former officer or Director to the full extent permitted by law.

ARTICLE IX. BYLAWS

The powers to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Port Orange, Florida, on this 23rd day of October, 2000.

Stephen P. Rogers

STATE OF FLORIDA
COUNTY OF ~~BREVARD~~ Volusia

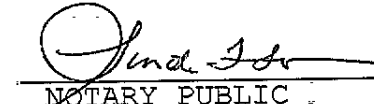
BEFORE ME, the undersigned authority, this day personally appeared Stephen P. Rogers to me well known to be the person described in the foregoing Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes

therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Port Orange, Florida, on this 23rd day of October, 2000.

Identification provided:

FLDL


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



Linda F. Williams
MY COMMISSION # CC779837 EXPIRES
September 30, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent of S & S Auto Ventures II, Incorporated with the registered office at 2285 W. Eau Gallie Boulevard, Melbourne, FL 32935, hereby consents to and accepts said designation.


CHARLES L. DOREMAN

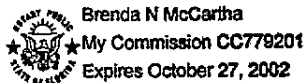
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared CHARLES L. DOREMAN, who is personally known to me or has produced _____ as identification, and who is well known to me to be the person described in and who executed the foregoing Acceptance of Registered Agent, and he did freely and voluntarily acknowledge before me according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Melbourne, Florida, on this 25th day of October, 2000.

Notary Stamp Seal:


NOTARY SIGNATURE



BRENDA N. MCCARTHA
NOTARY PRINTED NAME