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W. Morgan Speer
Attorney at Law
A Professional Association

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00 DEC 19 PM 12:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 18, 2000

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

400003506274--01
-12/19/00--01091--002
*****70.00 *****70.00

Re: Goldon Car Corp.

Dear Sir or Madam:

Enclosed please find two copies of the Articles of Incorporation for the above referenced corporation, and a check in the amount of \$70.00 covering the fee for filing of the document. Please return one copy of the above referenced document to me after filing.

If you have any questions about this matter, please do not hesitate to contact me.

Sincerely yours,

W. Morgan Speer

W. Morgan Speer

WMS/ps
Enclosures

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WC

ARTICLES OF INCORPORATION
OF
GOLDON CAR CORP.

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TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Goldon Car Corp.

ARTICLE II

The street address of the corporation shall be c/o W. Morgan Speer, 450 Royal Palm Way, Suite 401, Palm Beach, FL 33480.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the corporation, at least equivalent to the full value of the stock issued.

ARTICLE IV

The term of existence of this corporation is perpetual.

ARTICLE V

The name and address of the incorporator is:

W. Morgan Speer, Esquire
W. Morgan Speer, P.A.
450 Royal Palm Way, Suite 401
Palm Beach, Florida 33480

ARTICLE VI

The street address of the corporation's initial registered office and name of its initial registered agent at such address is as follows:

W. Morgan Speer, Esquire
W. Morgan Speer, P.A.
450 Royal Palm Way, Suite 401
Palm Beach, Florida 33480

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by Florida law.

WITNESS the hand and seal of the said incorporator this 18 day of December, 2000.

W. Morgan Speer

W. Morgan Speer

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance with said Act: That GOLDON CAR CORP., desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named W. Morgan Speer, Attorney at Law, located at 450 Royal Palm Way, Suite 401, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

W. Morgan Speer
W. Morgan Speer, Registered Agent

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00 DEC 19 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA