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February 25, 2001

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399-0000

ATTN: Filing Department

Re: F & V Wholesale, Inc.

Dear Madam/Sir:

Please find enclosed an original and copy of Articles of Incorporation for the above named corporation. Also enclosed, please find our check in the amount of \$78.75 representing the cost for filing the same as follows:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>

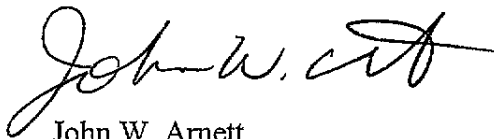
TOTAL \$ 78.75

Please file the original of the Articles of Incorporation and return a certified copy of the same to me.

Thank you for your assistance in this matter. Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

BOND, ARNETT & PHELAN, P.A.

  
John W. Arnett

JWA/rm  
Enclosures

FILED  
01 FEB 26 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
F & V WHOLESALE, INC.

FILED  
01 FEB 26 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is F & V WHOLESALE, INC.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

This corporation is organized for the purpose of operating a new and/or used automobile sales and detailing business and for the purpose of transacting any and all other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - Initial Principal Office

The street address of the initial principal office of this corporation is 448 S.W. 10<sup>th</sup> Street, Ocala, Florida 34474, and the mailing address is the same.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

ASHLEE M. DELUCA  
5912 N.E. 63<sup>rd</sup> Street  
Silver Springs, Florida 34488

The person(s) named as initial director(s) shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE VII - Incorporator

The name and address of the person signing these Articles is:

ASHLEE M. DELUCA  
5912 N.E. 63<sup>rd</sup> Street  
Silver Springs, Florida 34488

#### ARTICLE VIII - Bylaws

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

#### ARTICLE IX - Indemnification

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

#### 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 hereto, and any right conferred upon the Shareholders is subject to this reservation.

#### ARTICLE XI - Pre-Emptive Rights

Each Shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time so issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived

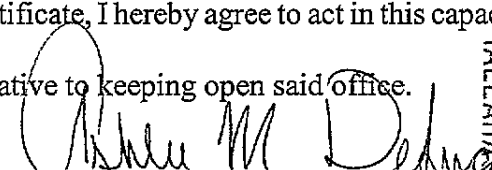
by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII - Initial Registered Office and Agent

In pursuance of Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Act:


That F & V WHOLESALE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in these Articles of Incorporation at the City of Ocala, County of Marion, and State of Florida, has named ASHLEE M. DELUCA, located at 5912 N.E. 63<sup>rd</sup> Street, Silver Springs, Florida 34488, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
ASHLEE M. DELUCA  
Registered Agent

FILED  
01 FEB 26 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of FEBRUARY, 2001.

  
ASHLEE M. DELUCA  
Incorporator

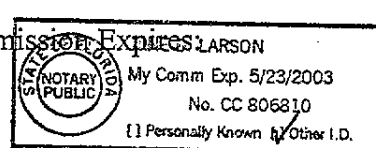
STATE OF FLORIDA

COUNTY OF MARION

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of FEBRUARY, 2001 by ASHLEE M. DELUCA.

(Sign) Jane D. Larson  
(Print) JANE D. LARSON  
NOTARY PUBLIC

IDENTIFICATION BY:  
( ) Personal Knowledge OR  
(X) FL. DR. LIC. NO. 8420-013-79-942-0  
(Form of Identification)

My Commission Expires 5/23/2003  
  
No. CC 806810  
[ ] Personally Known [X] Other I.D.