

PO1000027139



ACCOUNT NO. : 072100000032

REFERENCE : 079035 99222A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 78.75

ORDER DATE : March 15, 2001

ORDER TIME : 1:45 PM

ORDER NO. : 079035-005

CUSTOMER NO: 99222A

CUSTOMER: Ms. Sandy Shields
Coggin Automotive Group

4306 Pablo Oaks Court

Jacksonville, FL 32224

700003854857--7

EFFECTIVE DATE

03/14/01

DOMESTIC FILING

NAME: WGD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denise Mick - EXT. 1150

EXAMINER'S INITIALS:

12 3/15/01

FILED
01 MAR 15 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 15 PM 2:32
NOT INTERFERED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED

01 MAR 15 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WGD, INC.**

EFFECTIVE DATE

03/14/01

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

Section 1.1 Name. The name of the corporation is WGD, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 4306 Pablo Oaks Court, Jacksonville, FL 32224.

Or

Section 1.3 Mailing Address. The mailing address of the corporation is 4306 Pablo Oaks Court, Jacksonville, FL 32224.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock having a par value of \$1.00 per share.

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 4306 Pablo Oaks Court, Jacksonville, FL 32224, and the name of the initial registered agent of this corporation at that address is William G. Day.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
William G. Day	4306 Pablo Oaks Court, Jacksonville, FL 32224
Sandy Shields	4306 Pablo Oaks Court, Jacksonville, FL 32224

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

NAME

ADDRESS

William G. Day

4306 Pablo Oaks Court, Jacksonville, FL 32224

ARTICLE IX

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT

Section 10.1 Amendment. This corporation reserved the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

POWERS RESERVED TO SHAREHOLDERS

Section 11.1 The following corporate acts shall require approve of a majority of the shareholders:

- a) Increase or decrease in the number of authorized share of stock of the corporation.
- b) Creation of additional classes of share and addition to or limitation of rights and duties of shareholders in respect to outstanding shares of the corporation

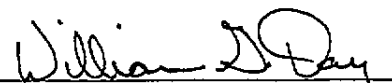
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01 MAR 15 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

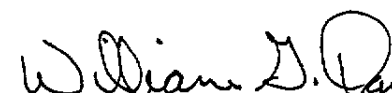
- c) Sale by the corporation of shares of its stock held in the treasury.
- d) Sale by the corporation of share of its stock which is authorized by unissued.
- e) Pledge, mortgage or other encumbrance or sale or other disposition of all or a substantial part of the assets of the corporation.
- f) Amendment or restatement of these Articles of Incorporation.
- g) All other actions not in the ordinary course of the business of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 14th day of March, 2001.


William G. Day, Incorporator

REGISTERED AGENTS ACCEPTANCE OF APPOINTMENT

The undersigned William G. Day having been appointed registered agent for service of process by Article 5.1 of the foregoing Articles of Incorporation of WGD, Inc., and being familiar with the duties and obligation of such registered agents, does hereby accept such appointment and agree to serve as such registered agent until appointment of his successor.


William G. Day, Registered
Agent for Service of Process