

FINITH E. JERNIGAN

Attorney at Law
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P010000032314

March 23, 2001

Secretary of State
Corporate Division
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

FILED
01 MAR 26 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: AFFORDABLE AUTO SALES OF FT. WALTON BEACH, INC.

Please find enclosed an original and photocopy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents fees necessary for this filing.

Please file the original of the enclosed Articles and return a certified copy to the undersigned.

Sincerely,

Rosa Walker

Rosa Walker
Legal Assistant for
Finith E. Jernigan

/rw

Enclosures

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-03/25/01-01066--006
****122.50 *****78.75

J. BRYAN MAR 29 2001

ARTICLES OF INCORPORATION
of
AFFORDABLE AUTO SALES OF FORT WALTON BEACH, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name. The name of the corporation is AFFORDABLE AUTO SALES OF FORT WALTON BEACH, INC.

ARTICLE II - Purpose. This corporation is initially organized for the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607.011 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.011.

ARTICLE III - Capital Stock. 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. Such shares shall be of a single class, and shall have a par value of one hundred fifty dollars (\$150.00) per share. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE IV. Initial Capital. The amount of capital with which the corporation will begin business shall not be less than \$1,000.00.

ARTICLE V. Duration. The corporation shall have perpetual existence.

ARTICLE VI - Principal Office. The street and mailing address of the principal office of this corporation in this state is 427 Racetrack Road, Ft. Walton Beach, Florida 32548.

ARTICLE VII - Initial Registered Office and Agent. The street and mailing address of the initial registered office of this corporation in this state is 427 Racetrack Road, Ft. Walton Beach, Florida 32548. The initial registered agent at that address shall be Ben Neely, as Trustee of the Neely Revocable Trust.

ARTICLE VIII - Management by Shareholders. The corporation, pursuant to the authority vested in Section 607.111, Florida Statutes shall be managed by its stockholders rather than a board of directors, and the stockholders shall elect the officers. The initial stockholders in the corporation and who shall initially manage the business are:

Ben Neely
427 Racetrack Rd.
Ft. Walton Beach, FL 32548

President/Treasurer

Rebecca Barney
328 Kathleen Place
Ft. Walton Beach, FL 32548

Secretary

Kelly Barney
328 Kathleen Place
Ft. Walton Beach, FL 32548

Vice President

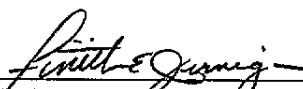
ARTICLE IX - Subscriber. The name and address of the person signing these Articles is Finith E. Jernigan, Attorney at Law, 420 East Pine Avenue, Crestview, FL 32539.

ARTICLE X By-laws. The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the shareholders.

ARTICLE XI - Amendment. These Articles may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon.

ARTICLE XII - Dissolution. The corporation may be dissolved at any time by unanimous written consent of the shareholders, or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned subscriber of this corporation, has executed these articles of incorporation at Crestview, Florida on the 22d day of March, 2001.


FINITH E. JERNIGAN
P.O. Box 727
420 Pine Avenue East
Crestview, FL 32536
(850) 682-6164
Florida Bar No. 279129
Attorney/Subscriber

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared FINITH E. JERNIGAN, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

22nd WITNESS my hand and official seal in the State and County above stated this day of March, 2001.


NOTARY PUBLIC
My Commission Expires:



Cynthia F. Hughes
MY COMMISSION # DD002398 EXPIRES
March 16, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida:

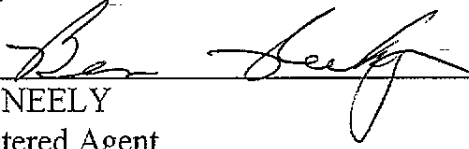
The name of the Corporation is AFFORDABLE AUTO SALES OF FLORIDA
WALTON BEACH, INC.

The name and address of the registered agent and office is:

BEN NEELY
427 Racetrack Road
Ft. Walton Beach, FL 32548

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 obligations of my position as registered agent.

Dated this 2nd day of March, 2001.


BEN NEELY
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared BEN NEELY, personally known to me to be the person described in and who executed the foregoing designation of registered agent and acknowledged before me that he executed same for the purposes therein expressed. Alabama # 6379671

2nd WITNESS my hand and official seal in the State and County above statedd this
day of March, 2001.


NOTARY PUBLIC
My Commission Expires:



Cynthia F. Hughes
MY COMMISSION # DD002398 EXPIRES
March 16, 2005
BONDED THRU TROY FARM INSURANCE, INC.

FILED
01 MAR 26 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA