

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO1000045911

FILED
01 MAY -8 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Yours and Mine Auto Sales, Inc.

700004162577--6
-05/08/01--01096--004
*****78.75 *****78.75

- ☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____
- RECEIVED**
01 MAY -8 AM 10:49
DIVISION OF CORPORATION

Signature _____

Requested by: SL

Name _____

5/8/01

Date _____

10:18

Time _____

Walk-In _____

Will Pick Up _____

J. BRYAN MAY - 8 2001

**ARTICLES OF INCORPORATION
OF
YOURS AND MINE AUTO SALES, INC.**

FILED
01 MAY -8 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be YOURS AND MINE AUTO SALES, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7500 shares and shall have a par value of \$1.00 per share. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof

or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the Bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose names and addresses are as follows:

DONALD E. BECTON
304 U.S. Highway 27 South
Lake Wales, FL 33853

PEGGY A. BECTON
304 U.S. Highway 27 South
Lake Wales, FL 33853

ARTICLE IX

The initial registered agent of the corporation is: DONALD E. BECTON. The street address of the corporation's initial registered office is: 304 U.S. Highway 27 South, Lake Wales, Florida 33853.

ARTICLE X


The principal place of business and mailing address of this corporation shall be: 304 U. S. Highway 27 South, Lake Wales, Florida 33853.

ARTICLE XI

The name and address of the incorporator to these Articles of Incorporation is:

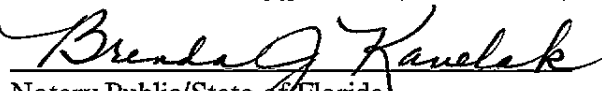
Donald E. Becton
304 U.S. Highway 27 South
Lake Wales, Florida 33853

The undersigned incorporator has executed these Articles of Incorporation this 7th day of May, 2001.


DONALD E. BECTON, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 7th day of May, 2001, by DONALD E. BECTON, [X] who is personally known to me or [] who has produced _____ as identification.


Notary Public/State of Florida

My Commission Expires:

(SEAL)

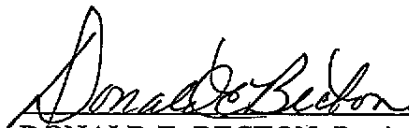
NOTARY PUBLIC - STATE OF FLORIDA
BRENDA J. KAVELAK
COMMISSION # CC723223
EXPIRES 5/11/2002
BONDED THRU ASA 1-888-NOTARY1

FILED
01 MAY -8 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of YOURS AND MINE AUTO SALES, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 7th day of May, 2001.



DONALD E. BECTON, Registered Agent

C:\bj\CLIENTS\w-y-z\YOURS AND MINE AUTO SALES, INC\Articles of Incorporation.wpd ♦ May 7, 2001