

PO1000049193

TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fl 32314

SUBJECT: Amelia Island Motorcars, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

_____ \$70.00 Filing Fee

_____ \$78.75 Filing Fee & Certificate of Status

_____ \$78.75 Filing Fee
& Certified Copy

xx \$87.50 Filing Fee,
Certified Copy &
Certificate of Status

ADDITIONAL COPY REQUIRED

400004212034--1
-05/11/01-01082-016
*****87.50 *****87.50

FROM: Amelia Island Motorcars, Inc.
1539 South 8th Street, Suite 7
Fernandina Beach, Florida 32034
(904) 504 4210

PLEASE EXPEDITE AND RETURN IN ENVELOPE PROVIDED.
Enclosed - Original and one copy.

FILED
01 MAY 11 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK MAY 17 2001

5

ARTICLES OF INCORPORATION

AMELIA ISLAND MOTORCARS, INC.

The undersigned hereby forms a corporation for profit under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMELIA ISLAND MOTORCARS, INC.

The address of the principal office of this corporation shall be 1539 South 8th Street, Suite 7, Fernandina Beach, Florida 32034 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 2169 1st Avenue, Fernandina Beach, Florida 32034 and the name of the initial registered agent of the corporation above address is Ronald E. Cannon.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED
01 MAY 11 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. OFFICERS AND DIRECTORS

The names and addresses of the initial Officers and Directors are: . . .

Ronald E. Cannon
1539 South 8th Street Suite 7
Fernandina Beach, Florida 32034 . . .

President / Secretary /
Treasurer / Director

Ronald Eric Cannon
1539 South 8th Street Suite 7
Fernandina Beach, Florida 32034 . . .

Vice President / Director

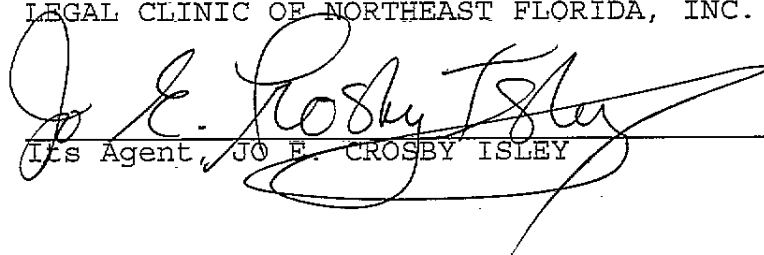
ARTICLE VII. INCORPORATOR

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

LEGAL CLINIC OF NORTHEAST FLORIDA, INC.
622 CASSAT AVENUE SUITE 2
JACKSONVILLE, FLORIDA 32205

IN WITNESS WHEREOF, the undersigned agent of Legal Clinic of Northeast Florida, Inc., has hereunto set his hand and seal of Legal Clinic of Northeast Florida, Inc., on May 8, 2001. . .

LEGAL CLINIC OF NORTHEAST FLORIDA, INC.


Its Agent, JO E. CROSBY ISLEY

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

AMELIA ISLAND MOTORCARS, INC.

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent, under Section 607.0505, Florida Statutes.



RONALD E. CANNON

[Section 1244 Election]

On a motion duly made, seconded and unanimously carried, the following resolution was unanimously approved:

WHEREAS, it is deemed advisable that the offer, sale and issue of shares by the corporation shall be in such a manner that qualified shareholders shall receive the benefits of Section 1244 of the Internal Revenue Code; and

WHEREAS, this corporation is a small business corporation as defined in Section 1244 (c) (2) of the Internal Revenue Code;

NOW, THEREFORE, BE IT RESOLVED that the shares of stock of the corporation qualify as "Section 1244 stock" as such term is used and defined in the Internal Revenue Code of 1954 as amended, and the Regulations issued thereunder.