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June 22, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

In Re: SH&F, Inc.

500004438975--2
-06/25/01--01074--022 12
*****70.00 *****70.00

Gentlemen:

Enclosed herewith please find original and one copy of Articles of Incorporation of SH&F, Inc., together with Certificate Designation Registered Agent and check in the amount of \$70.00.

If would be appreciated if you would please file the Articles and return to me one certified copy of same, together with your Certificate.

Thanking you for your usual kind, courteous and prompt consideration, I am

Very truly yours,

Rex P. Cowan

Rex P. Cowan

RPC:mjg
Enclosures

FILED
01 JUN 25 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return by fed-x
enclosed.

gfs

**ARTICLES OF INCORPORATION
OF
SH&F, INC.**

**ARTICLE I
NAME**

The name of this corporation is SH&F, INC.

**ARTICLE II
DURATION**

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

**ARTICLE III
INITIAL PRINCIPAL OFFICE**

The initial principal office and mailing address of the corporation shall be 2737 U.S. Highway 92, Lakeland, Florida 33801.

**ARTICLE IV
PURPOSES**

The nature of the corporation and its object or purposes to be transacted, promoted or carried on by it are:

a) To sell, market and lease new and used automobiles; to repair and service automobiles; and to sell accessories, tires, gasoline and oil and other goods and services incidental to the selling of new and used automobiles.

b) To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE V
CAPITAL STOCK**

This corporation is authorized to issue Seven Hundred Fifty (750) shares of One Dollar (\$1.00) par value common stock.

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TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 2737 U.S. Highway 92, Lakeland, Florida 33801, and the Registered Agent at that address shall be LARRY FLINTOFF.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Larry Flintoff	11002 Lake Sassa Drive Thonotosassa, FL 33592
Steve Heisig	2708 Berkley Avenue Lakeland, FL 33803

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Larry Flitoff, 2737 U.S. Highway 92, Lakeland, Florida 33801.

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
BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal By-Laws or adopt new By-Laws shall be vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE XI
INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided for in Section 607.0821, Florida Statutes (1999) and the By-Laws.

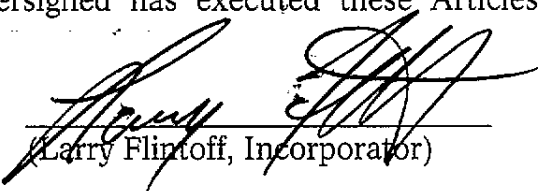
ARTICLE XII
PREEMPTIVE RIGHTS

Each Shareholder of this corporation shall have the first right to purchase shares (and securities convertible under 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 that such holder holds at the time of 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 a notice in writing from the corporation stating the prices, terms, and conditions of the issue or shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.


(Larry Flintoff, Incorporator)

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this the 22nd day of June, 2001 by Larry Flintoff, who is personally known to me or who produced _____ as identification..



Melanie J. Gay
MY COMMISSION # CC913514 EXPIRES
March 2, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

Melanie J. Gay
NOTARY PUBLIC
My Commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

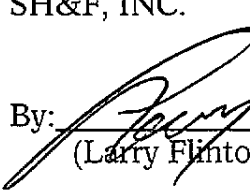
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Compliance with Section 48.091, Florida Statutes, the following is submitted:

That **SH&F, INC.**, desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business in the City of Bonita Springs, State of Florida, has named **LARRY FLINTOFF**, located at 2737 U.S. Highway 92, Lakeland, Florida 33801, as its Agent to accept service of process within Florida.

DATED this 22nd day of June, 2001.

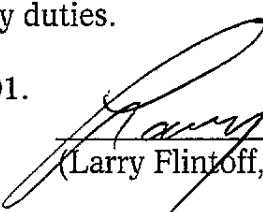
SH&F, INC.

By: 

(Larry Flintoff, President)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 22nd day of June, 2001.


(Larry Flintoff, Registered Agent)