CAPITAL CONNECTION, INC.

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

October 16, 2001

CAPITAL CONNECTION, INC.

SUBJECT: STEVENSON INVESTMENTS, INC.

Ref. Number: W01000023946

We have received your document for STEVENSON INVESTMENTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum Document Specialist New Filing Section

Letter Number: 901A00057251

ARTICLES OF INCORPORATION

OF

STEVENSON INVESTMENTS, INC.

The undersigned, being the sole incorporator to these Articles of Incorporation, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the Corporation is STEVENSON INVESTMENTS, INC..

ARTICLE II DURATION

This corporation shall have perpetual existence, which existence shall commence upon the time of filing and continue until terminated by unanimous agreement of the members.

ARTICLE III PURPOSES

- A. To engage in the business of the sale of used vehicles; and
- B. This corporation is also organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as presently enacted and as it may be amended from time to time.

ARTICLE IV 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, having par value of \$1.00 per share.

<u>ARTICLE V</u> <u>INITIAL CAPITAL</u>

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$100.00.

ARTICLE VII REGISTERED AND PRINCIPAL OFFICE OF CORPORATION; MAILING ADDRESS OF CORPORATION; AND REGISTERED AGENT OF CORPORATION

The street address of the initial registered and principal office this corporation is: 2007 E. Pennsylvania Avenue, Dunnellon, Florida 34432.

The Registered Agent is GARY L. STEVENSON II, 2007 E. Pennsylv ania Ave., Dunnellon, Florida 34432.

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles are: GARY L. STEVENSON.

The incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE IX INITIAL BOARD OF DIRECTORS

Initially, this corporation shall not have more than three (3) directors and no less than one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
GARY L. STEVENSON	18691 S.W. 109th Place Dunnellon, Florida 34432
CHERRY D. STEVENSON	18691 S.W. 109th Place Dunnellon, Florida 34432
GARY L. STEVENSÓN II	10198 S.W. 188th Circle Dunnellon, Florida 34432

ARTICLE X OPERATIONS RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite his or her name:

NAME	NUMBER OF SHARES
GARY L. STEVENSON	30
CHERRY D. STEVENSON	 30
GARY L. STEVENSON II	40

Shares held by shareholders may not be sold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI SPECIAL PROVISION - "S" CORPORATION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code, and that the corporation will file as an "S" corporation.

ARTICLE XII 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 stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers and business affairs of the corporation may be exercised by or under the authority and direction of the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ______ day of October, 2001.

GARY L. STEVENSON, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above named corporation, STEVENSON INVESTMENTS, INC., at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.

Dated this 14 day of October, 2001.

GARY L. STEVENSON II, as Registered

Agent

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