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December 4, 2001

FILED
01 DEC -5 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: E & M USED CAR SALES, INC.

800004705478--0
-12/05/01--01022--009
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Incorporation for the above-referenced corporation, together with Registered Agent's Certificate and our check for \$70.00 to cover:

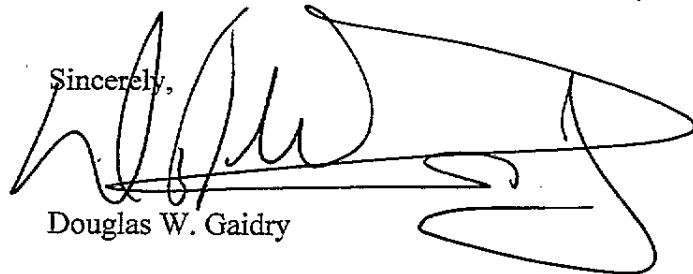
Filing Fee	\$35.00
Certificate Designating Registered Agent	<u>\$35.00</u>
Total	\$70.00

We do not need a Certified Copy of Articles of Incorporation at this time.

We would appreciate your kindness in helping us expedite this matter.

Thank you.

Sincerely,



Douglas W. Gaidry

DWG/tm

Enclosures

cc: File

D. BROWN DEC - 7 2001

ARTICLES OF INCORPORATION
OF
E & M USED CAR SALES, INC.

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ARTICLE I - NAME

The name of this Corporation is E & M USED CAR SALES, INC..

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share, which shall be issued for money, property, or services as may be determined by the Board of Directors of the Corporation.

**ARTICLE V - PRINCIPAL OFFICE AND INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the principal office of the corporation is 104 Highway 98 West, Eastpoint, Florida 32328. The mailing address of the principal office of the corporation is Post Office Box 398, Eastpoint, Florida 32328. The street address of the initial registered office of this Corporation is 104 Highway 98 West, Eastpoint, Florida 32328, and the name of the initial registered agent of this Corporation at that address is TAMMY L. EDWARDS.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of this Corporation is:

- | Name: | Address: |
|---------------------|---|
| 1. ALAN E. MICHAELS | 1707 Highway 98 East, Carrabelle, Florida 32322 |
| 2. BOBBY G. EDWARDS | Post Office Box 398, Eastpoint, Florida 32328 |

ARTICLE VII - TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between this Corporation and any other corporation, or individual, shall be, in the absence of fraud, affected or invalidated by the fact that one or more of the directors or officers of this Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such corporation, person or persons, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from such contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be interested. Any director of this Corporation may vote on any contract or other transaction between this Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is TAMMY L. EDWARDS.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of December, 2001.



TAMMY L. EDWARDS

STATE OF FLORIDA

COUNTY OF FRANKLIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared **Tammy L. Edwards**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 4th day of December, 2001.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



Tina Messer
MY COMMISSION # CC939427 EXPIRES
September 24, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
01 DEC -5 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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

The following is submitted in compliance with Section 48.091 Florida Statutes:

E & M USED CAR SALES, INC., desiring to organize under the laws of the State of Florida, with its principal office at the City of Eastpoint, Florida, has named TAMMY L. EDWARDS, as its registered agent at the registered office at 104 Highway 98 West, Eastpoint, Florida 32328 to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the above-referenced statute relative to keeping said office open. I am familiar with and accept the duties and responsibilities of registered agent.


TAMMY L. EDWARDS, Registered Agent

Date: 12-04-01