

Division of Corporations

**P020000014249**

Florida Department of State  
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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : CHESTER J. TROW, P.A.  
Account Number : I20000000142  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**ALL AMERICAN AUTO AUCTION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
ALL AMERICAN AUTO AUCTION, INC.**

**ARTICLE I - NAME**

The name of this corporation is ALL AMERICAN AUTO AUCTION, INC. The principal address of said corporation is 1835 SW College Road, Unit B, Ocala, Florida 34474.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

4.1 This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

4.2 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, joint with the secretary and the seal of the corporation shall be impressed thereon.

4.3 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

**ARTICLE V - INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 1 NE First Avenue, Suite 303, Ocala, Florida, 34470.

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**ARTICLE VI - SUBSCRIBERS AND THE  
INITIAL BOARD OF DIRECTORS**

6.1 The corporation shall have one director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation are:

Ranald Stewart, 3424 Jean Circle, Tampa, FL 33629.

6.2 The name and address of the person signing these Articles of Incorporation is as follows:

CHESTER J. TROW, 1 NE First Avenue, Suite 303, Ocala, FL 34470.

6.3 The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

6.4 At a special meeting of shareholders called expressly for that purpose, directors may be removed in the manner provided by the By-Laws.

**ARTICLE VII - CONFLICTS**

Any contract or other transaction between the corporation and one or more of its directors, shareholders or employees, in which they are interested, directly or indirectly, or between the corporation and any corporation or association of which one or more of its directors, shareholders, members, directors, officers, or employees, have an interest, directly or indirectly shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the corporation that acts upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested

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party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board or its shareholders. This Section is intended to expand the ability of the corporation to conduct business with interested parties and shall not be construed to invalidate any contract of other transaction that would otherwise be valid under the common and statutory law applicable to it.


#### ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is CHESTER J. TROW, who has signed a Certificate of Acceptance attached to these Articles of Incorporation to indicate his acceptance, which Certificate is incorporated herein by reference. The initial registered office where the registered agent is located is 1 NE First Avenue, Suite 303, Ocala, Florida 34470.

#### ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend the articles in any manner now or hereafter permitted by the law, as provided by the By-Laws.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7 day of February, 2002.

  
\_\_\_\_\_  
CHESTER J. TROW

STATE OF FLORIDA  
COUNTY OF MARION

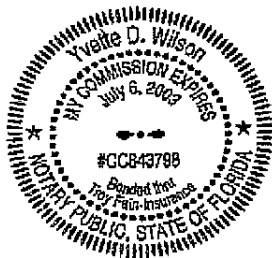
The foregoing instrument was acknowledged before me this 7 day of \_\_

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February, 2002, by CHESTER J. TROW. Such person: (notary must check applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced \_\_\_\_\_ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.



Yvette D. Wilson  
 Notary Public  
 State of Florida, at Large  
 My commission expires: 7/6/03

**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

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 provision of said Act relative to keeping open said office. I am familiar with and accept the duties and responsibilities as registered agent for ALL AMERICAN AUTO AUCTION, INC.

DATED this 7 day of February, 2002.

Chester J. Trow  
 CHESTER J. TROW

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