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William K. Gordon

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March 14, 2002

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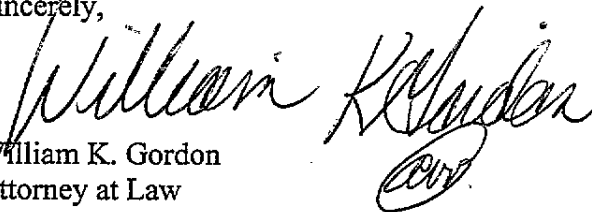
Divisions of Corporations
Secretary of State of Florida
P.O. Box 6327
Tallahassee, FL 32314

RE; Wortham Motors, Inc., my file #02-073

Dear Clerk:

Enclosed please find the original executed Articles of Incorporation on the above referenced entity to be filed with the State along with my trust account check for the filing fee. Please return the filed documents at your earliest convenience. If you have any questions, or I can be of further assistance, please feel free to contact my office. Thank you.

Sincerely,



William K. Gordon
Attorney at Law
rvh;cc file

FILED
02 MAR 18 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED
02 MAR 18 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, CAROLYN Y. WORTHAM and JOANNA K. WORTHAM, do hereby execute and acknowledge the following Articles of Incorporation:

1. The name of the corporation is **WORTHAM MOTORS, INC.**
2. The general purpose for which the corporation is the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607.174, Florida Statutes.
3. The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares of One Dollars (\$1.00) par value Common Stock.
4. The address of the corporation's initial registered office is 308 State Road 26, Melrose, Putnam County, Florida 32666. The name and address of its initial registered agent is JOANNA K. WORTHAM at 308 State Road 26, Melrose, Putnam County, Florida 32666. The registered office and principal office addresses are the same.
5. The names and addresses of the subscribers of these Articles of Incorporation, the number of shares of stock agreed to take and the value of the consideration thereof are as follows:

CAROLYN Y. WORTHAM	50 shares
Route 2 Box 1335	\$50.00 par value
Starke, FL 32091	
JOANNA K. WORTHAM	50 shares
729 Cooper Prairie Road	\$50.00 par value
Keystone Hgts, FL 32656	

IN WITNESS WHEREOF, the incorporators have executed these Articles of
Incorporation this the 12th day of March, 2002.

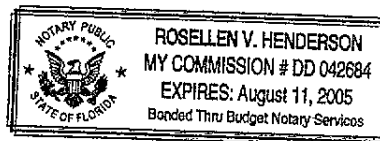
Carolyn Y. Wortham
CAROLYN Y. WORTHAM

Joanna K. Wortham
JOANNA K. WORTHAM

STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing instrument was acknowledged before me this 12th day of March, 2002, by CAROLYN Y. WORTHAM and JOANNA K. WORTHAM, who are personally known to me or have produced Fla Driv Lic as identification, and who did take an oath.

Rosellen V. Henderson
Rosellen V. Henderson Notary Public
State of FL: My Commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the following is
submitted:

First, that WORTHAM MOTORS, INC. desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business at 308 State Road 26,
Melrose, Putnam County, Florida 32666, as its agent to accept service of process within
Florida.

Signature: *James K. Wortham*

Title: Director

Date: 3-14-02

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.

Signature: *James K. Wortham*

Date: 3-14-02

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SECRETARY OF STATE
TALLAHASSEE FLORIDA