

Ronald G. Potter, CPA, P.A.

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FILED
02 MAR 25 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Toll Free Fax
1-888-833-4940

March 8, 2002

P02000035212

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/25/02--01039--018
*****78.75 *****78.75

Re: Wholesale Auto Reconditioning, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the referenced Corporation along with my check in the amount of \$78.75.

Thank you.

Sincerely,



Ronald G. Potter

RGP/kh

Enclosures: As stated
CC: Joseph Driscoll

OB 4/1

ARTICLES OF INCORPORATION
OF
WHOLESALE AUTO RECONDITIONING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of this corporation is Wholesale Auto Reconditioning Inc.

Article II

This corporation shall have perpetual existence.

Article III

This corporation is organized for the purpose of and shall have the power to transact any and all lawful business under the laws of the State of Florida.

Article IV

This corporation is authorized to issue 10,000 shares of common stock with a par value of one dollar (\$1.00) per share.

Article V

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which offered to others.

Article VI

It is the intention and purpose of the subscribers to these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the shareholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

Article VII

The street address of the principal office of this corporation is 2060 Matacumba Key Road, Apt. 2207, Punta Gorda, Florida 33955-4640. The name of the initial registered agent at that address is Joseph P. Driscoll.

Article VIII

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided by the By-Laws. The name and address of the initial director is:

Joseph P. Driscoll

2060 Matacumba Key Road
Apartment 2207
Punta Gorda, Florida 33955

Article IX

The name and address of the incorporator is:

Joseph P. Driscoll

2060 Matacumba Key Road
Apartment 2207
Punta Gorda, Florida 33955

Article X

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

Article XI

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of March, 2002.



Joseph P. Driscoll


STATE OF FLORIDA

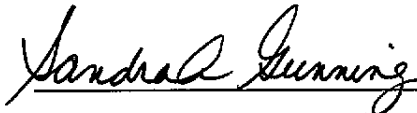
SS

COUNTY OF


BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Joseph P. Driscoll, 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 these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 1st day of March, 2002.

 Sandra A Gunning
My Commission CC77604
Expires November 2, 2002


NOTARY PUBLIC 3/22/02
personally known

My Commission expires:

 Sandra A Gunning
My Commission CC77604
Expires November 2, 2002

ACKNOWLEDGEMENT AND CONSENT OF
REGISTERED AGENT

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02 MAR 25 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED Initial Registered Agent to accept service of process on the Corporation at the address designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


JOSEPH P. DRISCOLL