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September 24, 2001

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

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*****78.75 *****78.75

Re: J.D. Wells Auto Sales, Inc.

Dear Sirs:

I am enclosing herewith the original and one (1) copy of the Articles of Organization for **J.D. Wells Auto Sales, Inc.**, together with a check in the amount of \$78.75, representing the filing fee.

Kindly furnish this office with a confirmation copy indicating the filing date.

Thank you for your assistance in these matters.

Sincerely,

W. THOMAS COPELAND, P.A.

W. Thomas Copeland/hew

W. Thomas Copeland

Signed in absence to
avoid delay in mailing

WTC/hew
encs.

64-19-02

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

J.D. WELLS AUTO SALES, INC.

The undersigned, acting as the Sole Incorporator of the Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is:

J.D. WELLS AUTO SALES, INC.

SECOND

The period of duration of the Corporation shall be perpetual.

THIRD

The purposes, for which the Corporation is organized, is to provide merchandise marketing, sales, or distribution activities related to the auto sale business, and to engage in any other activity or business permitted under the Laws of the United States of America and this State.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One Dollar and 00/100 (\$1.00) per share.

Initial Issue: Five Hundred shares of the Capital Stock of the Corporation shall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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be issued for cash, inventory, goods and merchandise at a par value of One Dollar and 00/100 (\$1.00) per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

No Classes or Series of Stock: The shares of stock of the Corporation shall not be divided into classes or series.

FIFTH

The address of the initial principal office of the Corporation is:

541511 U.S. Highway 1 South
Hilliard, Florida 32046

The mailing address of the Corporation is:

P.O. Box 252
Hilliard, Florida 32046

SIXTH

The name of the Initial Registered Agent is: J.D. Wells, Sr., whose mailing address is:

37043 Eastwood Road
c/o P.O. Box 252
Hilliard, Florida 32046

SEVENTH

The initial Board of Directors shall consist of two (2) members who need not be

residents of the State of the State of Florida nor be Shareholders of the Corporation.

EIGHTH

The name and address of the person(s) who shall serve as initial Directors until the first annual meeting of Shareholders, or until their successor(s) shall be elected and qualified, are as follows:

J.D. Wells, Sr., P.O. Box 252, Hilliard, FL 32046

J.D. Wells, Jr., P.O. Box 252, Hilliard, FL 32046

NINTH

The name and address of the initial Incorporator is as follows:

JAMES DALE WELLS, JR.
P.O. Box 252
Hilliard, Florida 32046

TENTH

The name and address of the person(s) who shall serve as the Officer until the first annual meeting of Shareholders, or until their successor(s) have been elected and qualified, is as follows:

JAMES DALE WELLS, JR.	P.O. Box 252
President	Hilliard, FL 32046

JAMES DALE WELLS, JR.	P.O. Box 252
Secretary	Hilliard, FL 32046

ELEVENTH

Majority consent of the issued stock of the Corporation shall be required for any Shareholder action.

TWELFTH

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting, with not less than a majority vote of the common stock.

THIRTEENTH

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

FOURTEENTH

The effective commencement date of this corporation shall be upon filing hereof.

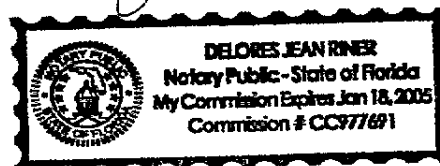
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at NASSAU County, Florida, this 5 day of April, 2002.

James Dale Wells, Jr.
JAMES DALE WELLS, JR.
Incorporator

STATE OF FLORIDA
COUNTY OF Alachua

Sworn and subscribed before me this 5 day of April, 2002, by JAMES DALE WELLS, JR., who is personally known to me and who did take an oath.

Delores Jean Riner
Notary Public



ACCEPTANCE

I, the undersigned, being a citizen of Nassau County, Florida, do hereby accept the designation of Registered Agent of the above-named Corporation.

J.D. Wells, Sr.

J.D. Wells, Sr.
Registered Agent
37043 Eastwood Road
c/o P.O. Box 252
Hilliard, FL 32046