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BREVARD AUTO SALES
729 N.U.S.1
MELBOURNE, FL. 32935

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DIVISION OF CORPORATIONS
02 APR 2002 PM 3:51

April 22, 2002

Secretary Of State
Dept. Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Submitted herewith is an original Articles Of incorporation for "Brevard Auto Sales Inc."
and my check in the amount of \$ 78.75 to cover filing fees and return mail of a certified
copy of the Articles.

Thank you in advance for your prompt attention in this matter.

Sincerely,

John Fadden

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

S.E. 812
ME

ARTICLES OF INCORPORATION
Of
BREVARD AUTO SALES, INC.

THIS IS TO CERTIFY that the undersigned natural person who is competent to contract, hereby forms a business corporation for profit under the laws of the State of Florida, as contained in Chapter 607, Florida Statutes, as follows:

ARTICLE I -- NAME

The name of the Corporation shall be BREVARD AUTO SALES, INC.

ARTICLE II -- DURATION

The period of duration of the Corporation shall be unlimited.

ARTICLE III -- PURPOSE

The general purpose of the corporation, subject to limitations and restrictions of the Act or of these Articles, shall be to:

- (a) Engage in every aspect and phase of the business of buying, selling, improving, renting and leasing motor vehicles to the extent licensed by the State of Florida;
- (b) Conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property;
- (c) Contract debts and borrow money, execute notes, mortgages and other instruments to secure payment of corporate indebtedness; and to transfer corporate property;
- (d) Purchase the assets of any other corporation, business entity or individual;
- (e) To the extent permitted by law, guarantee, endorse, purchase, hold, sell, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government and, while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

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DIVISION OF CORPORATIONS
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ARTICLE IV -- CAPITAL STOCK

The maximum number of shares to be initially issued by the Corporation shall not exceed ONE THOUSAND (1,000), each having a nominal or par value of One Dollar.

ARTICLE V -- RIGHTS OF SHAREHOLDERS

The shareholders of the Corporation shall have no preemptive right to acquire additional or treasury stock of the Corporation; provided, this Article may be modified or amended by unanimous vote of the Shareholders.

ARTICLE VI -- BYLAWS

The Bylaws of the corporation shall be adopted by shareholders of the corporation, who shall have the sole power to alter, amend or repeal such Bylaws. The Bylaws shall include an imprint or impression of the Corporate Seal and may contain any provisions for the regulation and management of the affairs of the Corporation which are not inconsistent with the Act or with these Articles.

ARTICLE VII -- PRINCIPAL OFFICE and REGISTERED AGENT

The principal and Registered office of the Corporation in the State of Florida is initially at 729 North Harbor City Boulevard, Melbourne, Brevard County, Florida, and the name of the Registered Agent at such address is Brownlow John Fadden.

ARTICLE VIII -- DIRECTORS

The Directors constituting the initial Board of Directors shall not be less than three (3) in number, who need not be shareholders of the Corporation; provided, however, the duly adopted Bylaws of amendment thereto may provide for a lesser or greater number of Directors. The names and addresses of the persons who are to serve as Directors until the first meeting of Shareholders, or until their successors shall have been elected and qualified are:

B. John Fadden	729 N. Harbor City Blvd. Melbourne, FL 32935
Alice F. Pinder	5055 Dixie Highway, N.E., #B-202 Palm Bay, FL 32905
William E. Fadden	2260 S. Front Street, #307 Melbourne, FL 32901

ARTICLE IX -- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law and in the manner set forth in the Bylaws of the Corporation duly adopted by the shareholders and Directors of the Corporation.

The incorporator of the Corporation is a natural person, a citizen of the United States and of the State of Florida, and is competent to contract. The incorporator's name and address is as follows:

B. John Fadden 729 N. Harbor City Blvd.
Melbourne, FL 32935

Dated: March 1st, 2002

B. John Fadden (SEAL)
B. John Fadden, Incorporator
729 N. Harbor City Blvd.
Melbourne, FL 32935
Telephone: (321) 242-0101

STATE OF FLORIDA
COUNTY OF BREVARD

I, Suzanne F. Bellah, Notary Public, State of Florida at large, do hereby certify that B. JOHN FADDEN appeared before me and executed these Articles of Incorporation in my presence, said B. John Fadden being personally known by me.

WITNESS my hand and Notarial Seal, this 1 day of March, 2002.

Suzanne F. Bellah, Notary Public



Suzanne F. Bellah
Commission # DD 065605
Expires Nov. 19, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF DESIGNATED REGISTERED AGENT

I, B. John Fadden, designated in the Articles as Registered Agent of Brevard Auto Sales, Inc., hereby declare that I am familiar with, and accept, the obligations of that position as provided in Chapter 607, Florida Statutes.

Dated: March 1st, 2002.

B. John Fadden (SEAL)
B. John Fadden