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

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

TLC MOTORS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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02 MAY -9 PM 3:04
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

TLC MOTORS, INC.

(NAME OF CORPORATION IN FULL)

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS:

TLC MOTORS, INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS: TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICES IN, AND BUY, HOLD, SELL, CONVEY, LEASE OR OTHERWISE DISPOSE OF PERSONAL AND REAL PROPERTY, INCLUDING FRANCHISES, TRADEMARKS, PATENTS, COPYRIGHTS, LICENSES, IN THE STATE OF FLORIDA AND OTHER STATES AND COUNTRIES.

TO CONTRACT DEBTS AND BORROW MONEY, ISSUE, SELL AND PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS, AND EXECUTE SUCH MORTGAGES, TRANSFERS OF CORPORATE PROPERTY, AND OTHER INSTRUMENTS, TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS REQUIRED.

TO PURCHASE THE CORPORATE ASSETS OF ANY CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.

TO GUARANTEE, PURCHASE, ENDORSE, PLEDGE, ACQUIRE OR DISPOSE OF THE SHARES OF CAPITAL STOCK OF, OR ANY BONDS, SECURITIES OR OTHER EVIDENCES OF DEBTNESS, CREATED BY ANY GOVERNMENT, AND WHILE OWNER OF SUCH STOCK, EXERCISE ALL OF THE RIGHTS, POWER AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

TO OPERATE IN THE INDUSTRY BUYING AND SELLING MOTOR VEHICLES AND ANY OTHER BUSINESS THAT THE BOARD OF DIRECTORS MAY APPROVE OF FROM TIME TO TIME.

PREPARED BY: OTHEL TURNER & COMPANY, ACCOUNTANTS.
5787 WEST SUNRISE BLVD.
PLANTATION, FL 33313
(954) 583-2205

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TALLAHASSEE, FLORIDA

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK OF THIS CORPORATION AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 500 COMMON STOCK, WITH A \$1.00 PAR VALUE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE \$500.00.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS \$500.00

ARTICLE V

THE TERMS OF EXISTENCE OF THIS CORPORATION IS TO BE PERPETUAL.

ARTICLE VI

THE CORPORATION SHALL HAVE 1ST DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE VII

THE INITIAL POST OFFICE ADDRESS OF THIS CORPORATION IS
2215 NW 19TH STREET
FT LAUDERDALE, FL 33311

BROWARD COUNTY OF FLORIDA. THE BOARD OF DIRECTORS, FROM TIME TO TIME, MAY MOVE THE PRINCIPLE OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST
BOARD OF DIRECTORS ARE:

GEORGE CAMPBELL

1881 NW 35TH AVENUE

FT LAUDERDALE, FL 33311

PRESIDENT

GEORGE CAMPBELL

1881 NW 35TH AVENUE

FT LAUDERDALE, FL 33311

V-PRESIDENT

GEORGE CAMPBELL

1881 NW 35TH AVENUE

FT LAUDERDALE, FL 33311

SECRETARY

GEORGE CAMPBELL

1881 NW 35TH AVENUE

FT LAUDERDALE, FL 33311

TREASURER

ARTICLE IX

THE DIRECTORS OF THIS ARTICLE SHALL BE THE SUBSCRIBERS, AND ANY
OTHER SUCH PERSONS AS MAY FROM TIME TO TIME BE ELECTED TO
MEMBERSHIP BY THE DIRECTORS OF THE CORPORATION.

ARTICLE X

THE NAMES AND POST OFFICE ADDRESS OF EACH OF THESE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES OF STOCK EACH AGREES TO TAKE AND THE VALUE OF CONSIDERATION THEREFORE (SUM OF WHICH VALUES IS NOT LESS THAN THE AMOUNT OF THE INITIAL CAPITAL SPECIFIED IN ARTICLE IV) ARE:

	SHARES	AMOUNT
GEORGE CAMPBELL 1881 NW 35 TH AVENUE FT LAUDERDALE, FL 33311	500	\$1.00

ARTICLES XI

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE XII

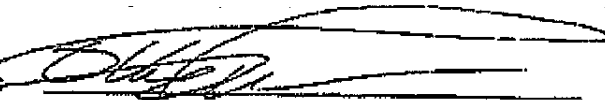
CERTIFICATE DESIGNATING PLACE OF DOMICILE OR BUSINESS OF SERVICE OF PROCESS IN THE STATE OF FLORIDA AND DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS.

IN PURSUANCE OF F.S. 48.091, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

THAT DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH THE FOLLOWING PERSON DESIGNATED AS AGENT TO ACCEPT SERVICE OF PROCESS. OTHEL TURNER ADDRESS: 5787 W SUNRISE BLVD, PLANTATION, FL 33313

ACKNOWLEDGMENT

HAVING BEEN NAMED BY THE ABOVE CORPORATION TO ACCEPT SERVICE OF PROCESS DESIGNATED IN THE ABOVE CERTIFICATE, I HEREBY AGREE TO ACT IN SAID CAPACITY AND TO COMPLY WITH THE PROVISIONS OF KEEPING SAID OFFICE OPEN.

By: 

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02 MAY -9 PM 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICER'S SIGNATURES

George Campbell
GEORGE CAMPBELL

STATE OF FLORIDA)
COUNTY OF BROWARD) SS

BEFORE ME, THE UNDERSIGNED AUTHORITY, DULY AUTHORIZED TO TAKE OATHS
AND RECEIVE ACKNOWLEDGMENTS, PERSONALLY APPEARED GEORGE CAMPBELL
APPEARED BEFORE ME THE PERSON(S) DESCRIBED AS SUBSCRIBER(S) IN THE
WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION.

WITNESS MY HAND AND SEAL THIS 8th DAY OF May, 2002

Elizabeth C. Foan
(SIGNATURE OF NOTARY)

NOTARY PUBLIC, STATE OF FLORIDA



Elizabeth C. Foan
MY COMMISSION # CC892400 EXPIRES
December 3, 2003
BONDED \$10,000 FIDELITY & SURETY, INC.