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*Maureen A Arago P.A.*

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July 10, 2002

Florida Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

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-07/11/02--01042--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To whom it may concern:

Enclosed please find:

1. Articles of Incorporation of RV Liquidators, Inc.; and
2. our operating account check no. 1050 in the amount of \$78.75 for filing fees.

If you have any questions please do not hesitate to call me at the above number.

Thank you,

  
Sean Arago

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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ARTICLES OF INCORPORATION  
OF  
RV LIQUIDATORS, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be:

RV LIQUIDATORS, INC.

Article II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- A. To engage in every phase and aspect of the business of recreational vehicle sales .
- B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such services.
- C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of this corporation enumerated in these Article of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of this corporation.
- D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by the laws of the United States and that State of Florida.

ARTICLE III - CAPITAL STOCK

- A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share, which can be fractional shares.
- B. All or any portion of the capital stock may be issues in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as

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hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall determine the value of any real or personal property, services or right acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its certificate of incorporation.

#### ARTICLE IV - DURATION

The effective date upon which this corporation shall come into existence shall be the date these Articles are filed with the office of the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL PLACE OF BUSINESS

The street address of the initial registered office of this corporation shall be:

26 Old Post Road, Longwood, FL

The name of the initial registered agent of this corporation at that address shall be:

Roger E. Ruess

The street address of the principal place of business is:

26 Old Post Road, Longwood, FL

#### ARTICLE VI - BOARD OF DIRECTORS

The initial number of directors of this corporation shall be 2.

The number of directors may be increased or diminished from time to time by the board of directors or the shareholders in accordance with the by-laws of this corporation.

Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

In case one or more vacancies shall occur in the board of directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such

vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at the annual meeting or any special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefore.

#### ARTICLE VII - INITIAL DIRECTORS

The name and street address of the initial member of the board of directors, to hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified is:

<u>Name</u>	<u>Street Address</u>
Roger Ruess	26 Old Post Road, Longwood, FL
Aileen Ruess	26 Old Post Road, Longwood, FL

#### ARTICLE VIII - OFFICERS

The officers, qualifications and duties of such officers shall be as outlined in the Bylaws. The original officers will be as follows:

President	Roger Ruess
Vice President	Aileen Ruess
Secretary	Aileen Ruess
Treasurer	Roger Ruess

#### ARTICLE IX - INCORPORATORS TO ARTICLES

The following is the name and street address of the incorporator(s) to these Articles of Incorporation:

<u>Name</u>	<u>Address</u>
Roger Ruess	26 Old Post Road, Longwood, FL

#### ARTICLE X - SHAREHOLDERS

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.


#### ARTICLE XI - AMENDMENT

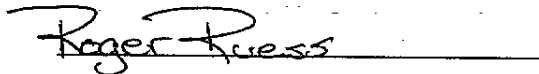
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws not adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any by-laws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 9th day of July, 2002.

  
Roger Ruess, Sr.

  
Roger Ruess

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 9th day of July, 2002, by Roger Ruess who personally appeared before me and who is personally known to me or has produced a driver's license as identification.

Maureen Arago  
NOTARY PUBLIC  
My Commission Expires:



Maureen Arago  
MY COMMISSION # DD098952 EXPIRES  
April 15, 2006  
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of RV LIQUIDATORS, INC.

Roger Ruess  
Roger Ruess

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TALLAHASSEE, FLORIDA  
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