

P020000091344

G&K

Greenstein & King

Certified Public Accountants
Accounting • Tax • Business Services

August 8, 2002

Secretary of State
Bureau of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Southworth Auto Venture, Inc.

To Whom It May Concern:

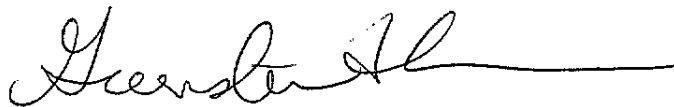
Enclosed herein please find original and two copies of the Articles of Incorporation regarding the above-captioned matter. Please file the original corporation papers and return one certified copy to our office.

Also enclosed please find a check in the amount of \$78.75 to cover the cost of filing and obtain a certified copy. I have also enclosed a stamped self-addressed return envelope for your convenience.

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

Thank you,

Sincerely yours,



GREENSTEIN & KING, CPA'S

Enclosure

509-2556-2555
W02-23532

FILED
2002 AUG 22 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

158
8/22/02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 14, 2002

GREENSTEIN & KING, CPA'S
7000 W. PALMETTO PARK ROAD
SUITE 502
BOCA RATON, FL 33433

SUBJECT: SOUTHWORTH AUTO VENTURE, INC.
Ref. Number: W02000023532

We have received your document for SOUTHWORTH AUTO VENTURE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 902A00048217

ARTICLES OF INCORPORATION

OF

Southworth Auto Venture, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt the following Articles of Incorporation.

Article I

NAME OF CORPORATION

The name of the corporation shall be Southworth Auto Venture, Inc.

Article II

NATURE OF BUSINESS

The purpose for which the corporation is organized is all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Article III

TERM OF EXISTENCE

The corporation is to exist perpetually.

Article IV

CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) of the par value of One Dollar and No/100ths (\$1.00) each.

Article V

REGISTERED AGENT/REGISTERED OFFICE

The name of its initial registered agent is Andrew Southworth, and the street address of its initial principal office and registered office is 8676 Windy Circle, Boynton Beach, FL 33437.

Article VI

OFFICERS AND DIRECTORS

The number of directors constituting the initial board of directors is one (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and qualified is:

Andrew Southworth
8676 Windy Circle
Boynton Beach, FL 33437

President/Treasurer

Andrea Nicole Southworth
8676 Windy Circle
Boynton Beach, FL 33437

Vice President
Secretary

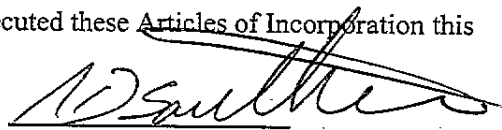
Article VII

INCORPORATORS

The name and address of the incorporator is:

Andrew Southworth
8676 Windy Circle
Boynton Beach, FL 33437

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this
9 Day of August, 2002


Andrew Southworth


STATE OF FLORIDA
COUNTY OF

Before me, a notary public, on this day personally appeared Andrew Southworth known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 9 day of August, 2002



Preea N Lenson
My Commission DD137188
Expires August 25, 2006


Notary Public,
State of Florida
8/25/06
My Commission Expires

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

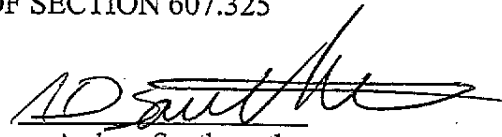
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Southworth Auto Ventures, Inc.
2. The name and address of the registered agent and office is :

Andrew Southworth
8676 Windy Circle
Boynton Beach, FL 33437


Andrew Southworth
8/8/02
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Andrew Southworth
Registered Agent
8/8/02
Date