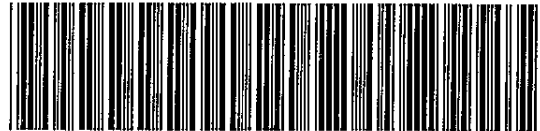


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ARTICLES OF INCORPORATION
OF
TEN BEARS CAR LOT, INC

ARTICLE I.

The name of the corporation shall be TEN BEARS CAR LOT, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing these Articles of Incorporation by the Incorporator. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 par value shares of common capital stock at (\$1.00) par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional share) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, with such purchase, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right

to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend,

"These Shares Are Held Subject To Certain Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 1. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: PHILLIP DAVID GAMMON, 16950 NE 5TH Avenue, Citra, Florida 32113.

ARTICLE VIII. INITIAL OFFICERS

The name and address of each individual who shall serve as an Officer are: ,PHILLIP DAVID GAMMON, 17860 NE. 22ND CT., Citra, Florida 32113, Secretary-Treasurer, PHILLIP DAVID GAMMON, 17860 NE. 22ND CT., Citra, Florida 32113, President.

ARTICLE IX: INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X: PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 17860 NE. 22ND CT., Citra, Florida 32113.

The name of the individual who shall service as this corporation's initial registered agent

at this address is: PHILLIP DAVID GAMMON.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE XI: INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: PHILLIP DAVID GAMMON, 17860 NE. 22ND CT., Citra, Florida 32113

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Phillip David Gammon

PHILLIP DAVID GAMMON - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of TEN BEARS CAR LOT, INC., I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for TEN BEARS CAR LOT, INC.

Phillip David Gammon

PHILLIP DAVID GAMMON - Registered Agent

State Of FLORIDA
County Of MARION

On 12-19-02, PHILLIP DAVID GAMMON, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation of TEN BEARS CAR LOT, INC.

Monica V. Gibbons
Notary Public G 550-664-38-183-0
Is

Monica V Gibbons
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

