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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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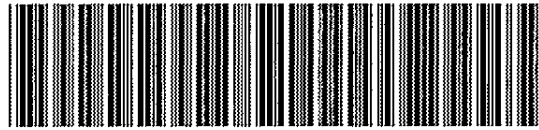
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

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AM 10:47

DIVISION OF CORPORATION

Charter Number Only

VALIDATION ONLY

February 3, 2003.

Judith C. Carlson

Requestor's Name

1812 W. 36th Court.

Address

Oakland Park, FL 33309.

City

State

ZIP

Phone

(954) 484-8792.

CORPORATION(S) NAME

R & S Used Auto Sales,
INC.

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

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Empire Toll Free: 1-800-432-3028

DATE JANUARY 6, 2003

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

SUBJECT: R & S USED AUTO SALES, INC.

ENCLOSED IS AN ORIGINAL AND (2) COPIES OF THE ARTICLES OF
INCORPORATION AND A CHECK FOR \$78.75

FROM: R & S USED AUTO SALES, INC.

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be: R & S USED AUTO SALES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
15824 U.S. HWY. 301, DADE CITY, FL 33523

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares of common stock, having a par value of ONE DOLLAR PER SHARE.


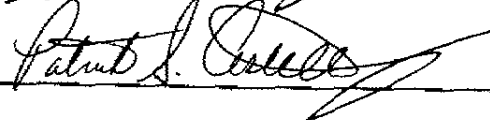
ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
STEPHEN T BRADFORD, 15824 U.S. HWY. 301, DADE CITY, FL 33523

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation is (are): STEPHEN T BRADFORD & PATRICK STEDMAN COSTELLO JR, 15824 U.S. HWY. 301, DADE CITY, FL 33523.

The undersigned incorporators have executed these Articles of Incorporation this
6TH day of JANUARY, 2003

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: R & S USED AUTO SALES, INC.
2. The name and address of the registered agent and office is:
STEPHEN T BRADFORD, 15824 U.S. HWY. 301, DADE CITY, FL 33523.

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.

 JANUARY 6, 2003

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TALLAHASSEE, FLORIDA