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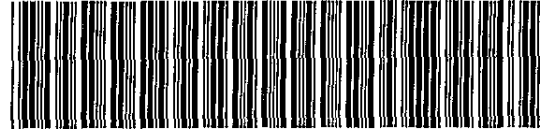
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

February 14, 2003

TO: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: Allstar Motors of Levy County, Inc. .

Dear Sir or Madam:

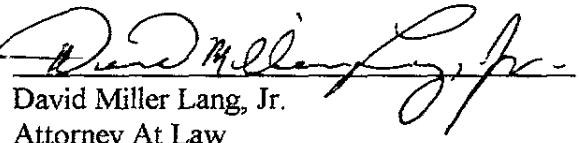
Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these Articles.

A check for \$87.50 is enclosed. This represents payment for:

Filing Fee for Articles of Incorporation and Designation of and Acceptance by a Registered Agent	\$70.00
Certified copy of Articles of Incorporation	\$ 8.75
Certificate of Status	\$ 8.75

FROM:


David Miller Lang, Jr.
Attorney At Law
P.O. Box 51
Trenton, Florida 32693
(352) 463-7800

**ARTICLES OF INCORPORATION
OF
ALLSTAR MOTORS OF LEVY COUNTY, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this Corporation is Allstar Motors of Levy County, Inc. .

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business of this Corporation is 1209 SW 9th Avenue, Trenton, Florida 32693, and the mailing address of this corporation is P.O. Box 2064, Trenton, Florida 32693.

ARTICLE III. CAPITOL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. All of said stock shall be payable in cash, property, labor or services at a just value to be fixed by the Board of Directors at a meeting called for that purpose. Any and all shares issued for which the consideration has been paid, shall be non-assessable and shall not be liable to any further call or assessment thereon.

Prepared by:
David Miller Lang, Jr.
Attorney at Law
Post Office Box 51
Trenton, Florida 32693
(352) 463-7800
Florida Bar No. 0023541

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the Corporation's initial registered office is 1209 SW 9th Avenue, Trenton, Florida 36293 and the name of the Corporation's initial registered agent at that office is Jerry Cecil Wilks.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator of these Articles of Incorporation is Jerry Cecil Wilks, whose street address is 1209 SW 9th Ave., Trenton, Florida 36293 and whose mailing address is Post Office Box 2064, Trenton, Florida 32693.

ARTICLE VI. THE NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE VII. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE VIII. BOARD OF DIRECTORS.

This Corporation shall have one director initially. The number of directors may be increased from time to time by By-laws adopted by the stockholders, but shall never be less than one.

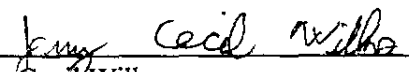
ARTICLE IX. INTIAL DIRECTORS AND OFFICERS.

The name of the initial director of this Corporation and his street address is: Jerry Cecil Wilks, 1209 SW 9th Ave., Trenton, Florida 32693. Jerry Cecil Wilks shall initially serve as President, Treasurer, and Director; and Robert Wilks whose address is 8270 NW 17th Place, Fanning Springs, Florida 32693, shall initially serve as Secretary. The person named as initial director and the officers shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X. 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 him or others to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on February 14, 2003.



Jerry Cecil Wilks
Incorporator

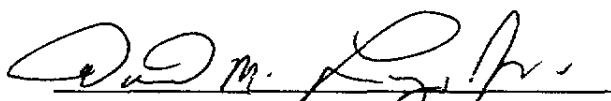
STATE OF FLORIDA
COUNTY OF GILCHRIST

The foregoing instrument was acknowledged before me by JERRY CECIL WILKS, to me known to be the person described as Incorporator, who identified this instrument as Articles of

Incorporation of Allstar Motors of Levy County, Inc., and who signed the instrument willingly, and acknowledged before me that he subscribed to these Articles of Incorporation on February 14, 2003. Jerry Cecil Wilks ✓ is personally known to me, or N/A produced a Florida Drivers License as identification.



David M. Lang, Jr.
Commission # CC 806105
Expires Mar. 16, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public, State of Florida at Large
Printed Name: DAVID M. LANG, JR.
Commission Number: CC 806105
Commission Expires: 3-16-03
(SEAL)

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
FOR A FLORIDA CORPORATION**

Pursuant to the provisions of Florida Statutes Section 607.0501, 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 Allstar Motors of Levy County, Inc..
2. The name of the registered agent is Jerry Cecil Wilks.
3. The mailing address of the registered agent is P.O. Box 2064, Trenton, Florida 32693.
4. The address of the registered office is 1209 SW 9th Avenue, Trenton, Florida 32693.

ACCEPTANCE

Having been named as registered agent and designated 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.

Date: 2-14-03

Jerry C. Wilks
Jerry Cecil Wilks

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TALLAHASSEE FLORIDA