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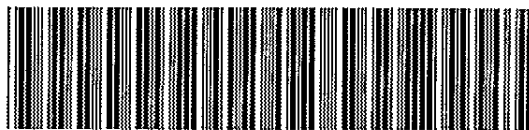
(Business Entity Name)

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W03-7331



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 13, 2003

DANIEL J. GRIECO
8200 BRYAN DAIRY ROAD SUITE 300
LARGO, FL 33777

SUBJECT: U-SAVE AUTO SALES, INC.
Ref. Number: W03000007331

We have received your document for U-SAVE AUTO SALES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6965.

Shannon Elliott
Document Specialist
New Filings Section

Letter Number: 603A00015810

LAW OFFICES OF
DANIEL J. GRIECO
A PROFESSIONAL ASSOCIATION
8200 BRYAN DAIRY ROAD
SUITE 300
LARGO, FL 33777

(727) 391-9900 Telephone
(727) 391-9909 Facsimile

March 6, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for U-Save Auto Sales, Inc.

Dear Sirs:

I have enclosed Articles of Incorporation for filing with your office and a check in the amount of \$70.00 to cover your filing fee.

Thank you for your cooperation.

Sincerely,

A handwritten signature in black ink, appearing to read "Daniel J. Grieco", written over a horizontal line.

Daniel J. Grieco

DJG:sh
Enc.

ARTICLES OF INCORPORATION
OF
SAVE-A-LOT AUTO, INC.

03 MAR 19 11 08 51
SECRET
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby establish ourselves as sole subscribers of the above corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I.

The name of this Corporation is Save-A-Lot Auto, Inc., (Hereinafter referred to as the "Corporation").

ARTICLE II.

The general nature of the business and objects and purposes proposed to be transacted, promoted, or carried on are to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do.

- a. Generally, to transact business in the wholesale and retail sale of motor vehicles and related products.
- b. To tender notes and mortgages secured by assets obtained by the Corporation and to deal with the sale and purchase of properties, both real and personal, or any interest therein.
- c. To operate, control, manufacture, purchase, acquire, dispose of, invest, trade, deal in or with goods, wares, merchandise, and any other personal property of every class or description whatsoever.

d. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the businesses described herein.

e. To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises, and contracts of every kind; to cause to be formed, to promote, and to aid in any way in the formation of any corporation, domestic or foreign.

f. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or upon a specified event or events, secured or unsecured.

g. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

h. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries without restriction as to place or amount.

i. The foregoing paragraphs shall be construed as enumerating both objects and powers of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III.

The amount of the total authorized capital stock of this Corporation shall be One Hundred (100) shares of stock with a par value of \$5.00, to be distributed in accordance with Article IX herein.

The whole or any part of the Corporation shall be payable in lawful money of the United States of America, property, labor, or services at a just evaluation to be fixed by the directors. Property or labor may also be purchased with capital stock at such evaluation as shall be fixed by the Directors.

ARTICLE IV.

The amount of capital stock with which the Corporation shall begin business shall be One Hundred (100) shares, par value of \$5.00.

ARTICLE V.

The corporation shall have perpetual existence.

ARTICLE VI.

The principal place of business of said Corporation is located at 1625 South Myrtle Avenue, Suite A, Clearwater, FL 33756 with the privilege, however, of having branch offices or places of business at any place or places within or without the State of Florida or in foreign countries.

ARTICLE VII.

The affairs of the Corporation shall be conducted by a Board of not less than two Directors.

ARTICLE VIII.

The names and post office addresses of the First Board of Directors of the Corporation who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General

Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence, or until his or her successor is elected and qualified is as follows:

Thomas C. Atkinson	13992 Jamaica Drive Seminole, FL 33776
Mark T. Holiday	338 LaHacienda Indian Rocks Beach, FL 33781
Thomas H. Atkinson	P.O. Box 1422 Largo, FL 33779

ARTICLE IX.

The names and offices of each subscriber to these Articles of Incorporation are as follows:

Thomas C. Atkinson	President
Mark T. Holiday	Vice President
Thomas H. Atkinson	Secretary/Treasurer

ARTICLE X.

The original issuance of stock is as follows:

40 shares	Thomas C. Atkinson
40 shares	Mark T. Holiday
20 shares	Thomas H. Atkinson

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at Largo, State of Florida, for the uses and purposes aforementioned this ____ day of March, 2003.


THOMAS C. ATKINSON


MARK E. HOLIDAY


THOMAS H. ATKINSON

DESIGNATION OF RESIDENT AGENT

This shall serve as notice that the undersigned, Thomas C. Atkinson, whose registered address is 13992 Jamaica Drive, Seminole, FL 33776, shall accept service of process for the above named Corporation, their address being 1625 South Myrtle Avenue, Suite A, Clearwater, FL 33756.


THOMAS C. ATKINSON

03 MAR 19 10 51
SECRET
TALANT-SSC