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Division of Corporations Page 1 of 1
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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BOOKKEEPING SERVICE BY VICKI INC.
Account Number : 120010000113
Phone : (727) 546-3797
Fax Number : (727) 545-1422

FLORIDA PROFIT CORPORATION OR P.A.

AZALEA AUTOMOTIVE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AZALEA AUTOMOTIVE, INC.

ARTICLE ONE

The name of the corporation is Azalea Automotive, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The nature of the business and the objectives and purposes proposed to be transacted, promoted, and carried on, are to engage in any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100) shares at \$1.00 per share par value common.

ARTICLE FIVE

The street address of the initial registered and principal office of the corporation is 731 54th. Avenue N., St. Petersburg, Fl. 33703. The initial registered agent is Kenneth W. Barnett.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of the persons who are to serve as a member of the initial board of directors is:

Name	Address
Kenneth W. Barnett	731 54th Avenue N. St. Petersburg, Fl. 33703
Thomas Coyle	1119 Farragut Dr. N. St. Petersburg, Fl. 33710

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ARTICLE SEVEN

The name and street address of the incorporator to these Articles of Incorporation is Kenneth W. Barnett located at 731 54th Avenue N., St. Petersburg, Fl. 33703.

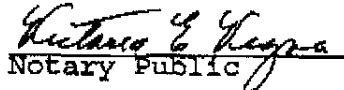
IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 4 day, of November 2003.


Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 4th day of Nov., 2003, by Kenneth W. Barnett.


Notary Public



Victoria E. Vigna
Commission #DD214406
Expires: May 23, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

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CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act.:

That Azalea Automotive, Inc. desiring to organize
under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation in the City
of St. Petersburg, State of Florida, has named Kenneth W. Barnett
located at 731 54th. Avenue N., City of St. Petersburg, County
of Pinellas, State of Florida, as its agent to accept
service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-
stated Corporation, at place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply
with the provisions of said act relative to keeping open said
office.

By: Kenneth W. Barnett
Registered Agent

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TALLAHASSEE, FLORIDA

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