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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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March 26, 2004

- Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Northside Autos, Inc.

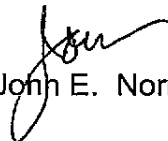
Dear Sir:

Enclosed are an original and one copy of the Articles of Incorporation of Northside Autos, Inc., together with our firm's check in the amount of \$78.75, which represents \$35.00 for the filing fee, \$8.75 for the certified copy, and \$35.00 for the Registered Agent Designation.

Please file the Articles of Incorporation and return the certified copy of same to me in the enclosed stamped, self-addressed envelope provided for your convenience.

Thank you for your courtesies.

Sincerely yours,


John E. Norris

JEN/sc
Enclosures
cc: client

**ARTICLES OF INCORPORATION OF
NORTHSIDE AUTOS, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit under the Florida General Corporation Act.

ARTICLE I. NAME

The name of the corporation is NORTHSIDE AUTOS, INC.

ARTICLE II. DURATION

The duration of this corporation is perpetual.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

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

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**ARTICLE VI. INITIAL REGISTERED OFFICE
AND INITIAL REGISTERED AGENT**

The street address of the initial registered office of this corporation is 253 Northwest Main Boulevard, Lake City, Florida 32055, and the name of its initial registered agent at such address is John E. Norris. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 1974 E. Duval Street, Lake City, Florida 32055, and the mailing address of the principal office of the corporation is Post Office Box 1716, Lake City, Florida 32056.

ARTICLE VIII. BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three (3) members.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
John E. Norris	253 Northwest Main Boulevard Lake City, Florida 32055

ARTICLE X. TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on transfer or alienation of the shares of stock of this corporation.

ARTICLE XI. BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors; provided, however, that By-Laws adopted by the Board of Directors may be altered, amended or repealed by the shareholders entitled to vote thereon. New By-Laws may be adopted, altered, amended, or repealed by a vote of the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of this corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



JOHN E. NORRIS
Incorporator

STATE OF FLORIDA

COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 25th day of March
2004, by JOHN E. NORRIS, who is personally known to me.

Sherry A. Claytor
Notary Public – State of Florida
Sherry A. Claytor

(NOTARIAL SEAL)

Print/type name of notary public



Sherry A. Claytor
MY COMMISSION # DD102588 EXPIRES
May 20, 2006
BONDED THRU TROY FAIR INSURANCE, INC.


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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

First, that NORTHSIDE AUTOS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as directed in the Articles of Incorporation at the City of Lake City, County of Columbia, State of Florida, has named JOHN E. NORRIS, who has been a resident of the State of Florida for more than three years and whose address is 253 Northwest Main Boulevard, Lake City, Florida 32055, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

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


JOHN E. NORRIS

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