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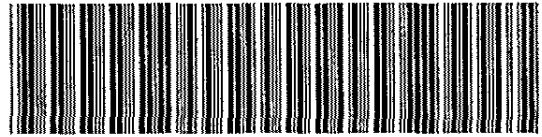
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DIVISION
04 JUL -7 PM 3:16

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FRANK P. BIANCO, ESQ.
DECLAN P. MANSFIELD, ESQ.
JIM McBRIDE
CLAIMS MANAGEMENT SPECIALIST

BIANCO AND MANSFIELD, P.A.

ATTORNEYS AT LAW

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July 1, 2004

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

Re: Country Way Auto Sales, Inc.

Dear Sir or Madam:

You will find enclosed an original and one copy of the Articles of Incorporation for filing and our check in the amount of \$78.75 for the filing fee and certified copy. Please return the certified copy of the filed Articles to our office.

If you have any questions, please do not hesitate to contact this office.

Sincerely,

BIANCO & MANSFIELD, P.A.



Frank P. Bianco

FPB/skg
Enclosures

ARTICLES OF INCORPORATION
OF
COUNTRY WAY AUTO SALES, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JUL -7 PM 3:16

The undersigned does hereby affirm that he has associated himself for the purpose of establishing a corporation under and in accordance with the provisions of Chapter 607, Florida Statutes, providing for the formation, establishment, rights, privileges, and immunities of corporations for profit, and pursuant to the terms of said Statute, he does hereby further declare and certify as follows:

ARTICLE I.

The name of this Corporation shall be COUNTRY WAY AUTO SALES, INC.

ARTICLE II.

This Corporation shall have a perpetual existence.

ARTICLE III.

The general purposes for which this Corporation is being established, are as follows:

- (a) To own, operate, maintain and employ all of the necessary personal, property, equipment and resources in order to engage in the business of purchasing and selling vehicles.
- (b) To own, buy, rent, lease, sell, mortgage, improve and manage real and personal property which is convenient, necessary or incidental in order to perform any of said purposes.
- (c) To borrow or raise money for any of the purposes of the Corporation, in such amounts as the Board of Directors may determine; to issue bonds, debentures, notes or other obligations of any nature, and in any manner determined, to secure the principal thereof and the interest thereof by mortgage, pledge, conveyance or assignment of the whole or any real or personal property of the Corporation, including contractual rights either at the time owned or thereafter acquired, or in any other manner.
- (d) To enter into, make and perform contracts of every sort and description, which may be necessary or convenient in order to perform the business of the Corporation with any person, firm, association, corporation, municipality, body politic, county, country, state or government, colony or dependency, or agency thereof.
- (e) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, or necessary or incidental to the benefit and protection of the Corporation and to perform any lawful business necessary or incidental to the attainment of the objects of this Corporation, whether or not such business is similar in nature to the objects enumerated herein, and to perform all of the foregoing acts and services for compensation whether such compensation be monetary remuneration or the receipt of any real, personal or mixed property, negotiable instruments, stocks, bonds, contracts, reciprocal services or labor, materials equipment of any kind, equitable interest in property,

whether real, personal or mixed, or anything deemed to be of value to the Board of Directors of this Corporation.

(f) To do and perform all acts which corporations are authorized to perform by the Laws and Statutes of the State of Florida.

ARTICLE IV.

The aggregate number of shares which the Corporation shall have authority to issue shall be 1000 shares of common stock with a par value of \$1.00 per share, and all stockholders of record of such common stock shall be entitled to one (1) vote per share, at all meetings of the stockholders. The Corporation may issue and sell its authorized stock at such terms and to such persons for such consideration as may be fixed by the Board of Directors. The Board of Directors shall be vested with the authority to establish different classes and series of stock in this Corporation and to fix and determine the variations in the relative rights and preferences as between such classes and series of stock.

ARTICLE V.

The subscribers to these Articles of Incorporation shall have the pre-emptive right to purchase or otherwise receive, as a stock dividend, all future issues of the authorized capital stock of the Corporation in the same ratio that their respective numbers of shares of stock bear to the total number of outstanding shares of stock. In the event that the Board of Directors, by majority vote shall decide to sell and issue additional shares, the stockholders of record shall have the right to first refusal to purchase such shares for the purchase price as stipulated by the Board of Directors to the extent of their respective pre-emptive rights; in the event of a refusal, or a failure to respond to said offer in writing by any such offeree, the Directors may then offer to sell such shares of stock which have been declined by any such offeree to any other person who has agreed to pay the stipulated price therefore; provided however, that the sale of any such other person must be consummated within forty-five (45) days of the date that the Directors authorized the sale and issuance of such additional stock. In the event that a stockholder of record shall decide to sell any shares, any stockholder of record and/or the Board of Directors, shall have the right of first refusal to purchase such shares; in the event of such refusal or a failure to respond to said offer in writing by any such offeree the stockholder may then offer to sell such shares of stock which have been declined by any such offeree to any other person.

ARTICLE VI.

The principal place of business for this Corporation is 17922 Hannon Way, Dade City, Florida 33523, and the street address of this Corporation's initial registered office is 17922 Hannon Way, Dade City, Florida 33523, and the name of its initial registered agent at such address shall be John E. Pratt.

ARTICLE VII.

The initial Board of Directors of this Corporation shall be two (2) in number and their names and addresses are as follows:

John E. Pratt
17922 Hannon Way
Dade City, Florida 33523

Judy Pratt
17922 Hannon Way
Dade City, Florida 33523

That the maximum number of Directors, authorized herein, shall be no more than (5).

ARTICLE VIII.

The names and addresses of the incorporators are as follows:


John E. Pratt
17922 Hannon Way
Dade City, Florida 33523


Judy Pratt
17922 Hannon Way
Dade City, Florida 33523

ARTICLE IX.

These Articles of Incorporation may be amended in the manner by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto affixed our hands and seals this 30 day of June, 2004.



John E. Pratt


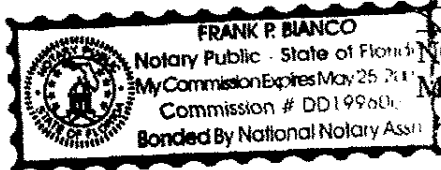
Judy Pratt

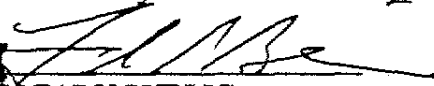
STATE OF FLORIDA
COUNTY OF PASCO

ON THIS DAY, personally appeared before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, John E. Pratt, personally known or did show _____ as identification, and Judy Pratt, personally known or did show _____ as identification, who were by me first duly sworn, depose and say that they executed the above and foregoing Articles of Incorporation for the uses and purposes contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30 day of June, 2004.

(SEAL)





NOTARY PUBLIC
My commission expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that COUNTRY WAY AUTO SALES, INC., to organize or qualify under the laws of the State of Florida, with its principal place of business at 17922 Hannon Way, Dade City, Florida 33523, has named John E. Pratt as its agent to accept service of process within Florida.

Dated: 6/30/04



John E. Pratt, Director



Judy Pratt, Director

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



John E. Pratt, Registered Agent

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CLERK OF
COURT
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