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FILED  
2004 SEP 29 AM 9:49  
CLERK OF STATE  
TALLAHASSEE FLORIDA

for 9/30/04

Secretary of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, FL. 32314

**FILED**  
2004 SEP 29 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Re: E & W AUTO SALES AND ACCESSORIES, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of the Filing Fees, and a Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Yours very truly,



(Individual's name) - EMMETT B. HALL

E & W AUTO SALES AND ACCESSORIES, INC.  
(Name of corporation)

MAILING ADDRESS OF CORPORATION BELOW

Address: 2312 West Memorial Boulevard  
City: Lakeland State: Florida Zip: 33815  
Phone number: Area code ( 863 ) 602-3120

**ARTICLES OF INCORPORATION**  
**OF**  
**E & W AUTO SALES AND ACCESSORIES, INC.**

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**ARTICLE I. NAME**

The name of this corporation shall be E & W AUTO SALES AND ACCESSORIES, INC.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by EMMETT B. HALL, the incorporator. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of retail car sales and engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 500 par value shares of common capital stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

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

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for

sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy Of  
Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be 2. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: EMMETT B. HALL, 705 Limber Lane, Lakeland, Florida 33810 and WILSON GARCIA, 7823 Sugar Pines Boulevard, Lakeland, Florida 33810.

#### **ARTICLE VIII. INITIAL OFFICERS**

The name and address of each individual who shall serve as an Officer are: President, EMMETT B. HALL, 705 Limber Lane, Lakeland, Florida 33810, Vice-President, WILSON GARCIA, 7823 Sugar Pines Boulevard, Lakeland, Florida 33810.

#### **ARTICLE IX. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 2312 West Memorial Boulevard, Lakeland, Florida 33815.

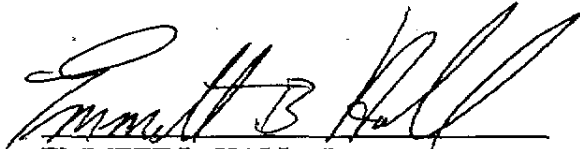
The name of the individual who shall serve as this corporation's initial registered agent at that address is: EMMETT B. HALL.

**ARTICLE XI. INCORPORATOR**

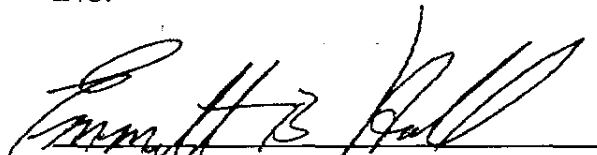
The name and address of the individual who shall serve as this corporation's incorporator are: EMMETT B. HALL, 705 Limber Lane, Lakeland, Florida 33810.

**ARTICLE XII. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
EMMETT B. HALL - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of E & W AUTO SALES AND ACCESSORIES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for E & W AUTO SALES AND ACCESSORIES, INC.

  
EMMETT B. HALL - Registered Agent

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CLERK OF STATE  
TALLAHASSEE FLORIDA

State Of FLORIDA  
County Of POLK

On 9/15/04, EMMETT B. HALL, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of E & W AUTO SALES AND ACCESSORIES, INC.

Jessica Waters  
Notary Public  
Expiration Date & Commission Number

