

AUG-29-2005 MON 04:51 PM
Division of Corporations

FAX NO

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FLORIDA PROFIT CORPORATION OR P.A.

E.Z. Auto Sales, Inc.

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ARTICLES OF INCORPORATION
OF
E.Z. AUTO SALES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is E.Z. Auto Sales, Inc.

ARTICLE II-PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal place of business and mailing address of this Corporation are 701 Riverside Park Place, Suite 310, Jacksonville, Florida 32204.

ARTICLE III-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Pamela L. Wiker, 701 Riverside Park Place, Suite 310, Jacksonville, Florida 32204.

ARTICLE IV-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$0.10 per share.

ARTICLE V-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

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ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are Charles H. Keller, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

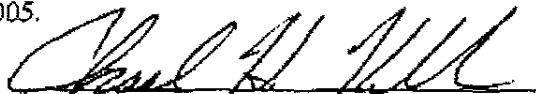
ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of August, 2005.


Charles H. Keller, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, E.Z. Auto Sales, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is E.Z. Auto Sales, Inc.
2. The name and address of the registered agent and office are Pamela L. Wiker, 701 Riverside Park Place, Suite 310, Jacksonville, Florida 32204.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Pamela L. Wiker

Date: August 29, 2005

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