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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 DEC -6 PM 4:03

FILED

Jon W. Chasteen
524 S. Atlantic Avenue, #5
Cocoa Beach, FL 32931

November 29, 2005

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32309

Re: Auto Dealers Wholesale Services, Inc.

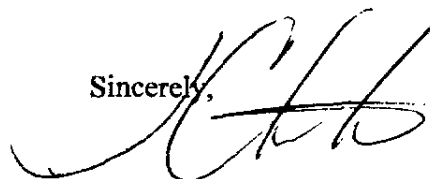
Dear Secretary of State:

Enclosed for filing are an original and one copy of the Articles of Incorporation for the above referenced corporation together with acceptance of "Resident Agent" and filing fee in the amount of \$78.75.

Please file the original Articles and return the copy to the address shown on this letterhead.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to be 'JW Chasteen', written over the word 'Sincerely,'.

Jon W. Chasteen

JC
Enclosure

FILED

2005 DEC -6 PM 4:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AUTO DEALERS WHOLESALE SERVICES, INC.**

**ARTICLE I
CORPORATE NAME**

The name of this Corporation (hereinafter "CORPORATION") SHALL BE:

AUTO DEALERS WHOLESALE SERVICES, INC.

**ARTICLE II
PURPOSE OF BUSINESS**

The purpose of this CORPORATION is to engage in any lawful business for which corporations may be incorporated under Florida General Corporation Act.

**ARTICLE III
AUTHORIZED SHARES**

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 10,000 shares of common stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV
TERM OF EXISTENCE**

The existence of this Corporation shall begin upon filing of these Articles with the Secretary of State.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

524 S. Atlantic Avenue, #5
Cocoa Beach, FL 32931

The name of the initial agent of this Corporation at that address shall be:

Jon W. Chasteen

ARTICLE VI
BOARD OF DIRECTORS

The initial Board of Directors of CORPORATION shall consist of one (1) members.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors who shall hold office until his or her successor shall have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Jon W. Chasteen, President	524 S. Atlantic Avenue, #5, Cocoa Beach, FL 32931
Jon W. Chasteen, Vice President	524 S. Atlantic Avenue, #5, Cocoa Beach, FL 32931
Jon W. Chasteen, Secretary	524 S. Atlantic Avenue, #5, Cocoa Beach, FL 32931
Jon W. Chasteen, Treasurer	524 S. Atlantic Avenue, #5, Cocoa Beach, FL 32931

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator are as follows:


<u>Name</u>	<u>Street Address</u>
Jon W. Chasteen, President	524 S. Atlantic Avenue, #5, Cocoa Beach, FL 32931

ARTICLE IX
PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Corporation are:

524 S. Atlantic Avenue, #5, Cocoa Beach, FL 32931


IN WITNESS WHEREOF, the undersigned has made and subscribed the Articles of Incorporation at Cocoa Beach, Brevard County, Florida for the uses and purposes aforesaid this 29 day of NOV, 2005.


Incorporator

STATE OF FLORIDA)
COUNTY OF BREVARD)

Before me personally appeared to me as well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the Articles of Incorporation, Incorporation as incorporator of AUTO DEALERS WHOLESALE SERVICES CORPORATION for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Cocoa Beach, Brevard County, Florida, this 29 day of November, 2005.

NOTARY PUBLIC-STATE OF FLORIDA
 Julie R. Conway
Commission # DD429936
Expires: MAY 16, 2009
Bonded Thru Atlantic Bonding Co., Inc.


Notary Public

**DESIGNATION AND ACCEPTANCE
OF
AUTO DEALERS WHOLESALE SERVICES, INC.**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at has named as its registered agent to accept service of process within this state.


Incorporator

Having been named as registered agent to accept service of process for the above-named corporation, at the location designated herein. I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


Registered Agent