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TALLAHASSEE, FLORIDA
JAN 26 AM 11:40

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2/3

TRANSMITTAL LETTER

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

SUBJECT: Domestication of Winter Haven Ford, Inc.

Enclosed are an original and one (1) copy of the Certificate of Domestication, fees for which to be paid out of our firm's Sunbiz Account for:

#I20010000040

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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FROM: P. Hutchison Brock, II
Name (printed or typed)

37838 Meridian Ave., Ste. 100
Address

Dade City, Florida 33525
City, State & Zip

(352) 567-2500
Daytime Telephone Number

CERTIFICATE OF DOMESTICATION

The undersigned, **Brian D. Jarrett**, President, of Winter Haven Ford, Inc., a foreign corporation in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was **May 28, 1999**.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the **State of Delaware**.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was **Winter Haven Ford, Inc.**
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Florida Statutes, §§ 607.0202 and 607.0401 with this certificate is **Jarrett-Gordon Ford Lincoln Mercury, Inc.**
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the **State of Delaware**.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Florida Statutes, § 607.1801.

I am President of Winter Haven Ford, Inc., and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 21st day of January, 2009.



Brian D. Jarrett

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

2009 JAN 26 PM 1:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JARRETT-GORDON FORD LINCOLN MERCURY, INC.

FILED
2009 JAN 26 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws, and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I
NAME

The name of the Corporation shall be:

JARRETT-GORDON FORD LINCOLN MERCURY, INC.

The address of the principal office of this corporation shall be 3015 Lake Alfred Road, Winter Haven, Florida 33881, and the mailing address of the corporation shall be the same.

ARTICLE II
DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Thirty Thousand (30,000) shares of preferred stock and Ten Thousand (10,000) shares of common stock having One Dollar (\$1.00) par value per share.

ARTICLE V
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 3015 Lake Alfred Road, Winter Haven, Florida 33881. The street address of the initial registered office of this Corporation is 37837 Meridian Avenue, Suite 100, Dade City, Florida 33525, and the name of the initial Registered Agent of this Corporation at that address is P. HUTCHISON BROCK, II.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall initially have three (3) Directors. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws; however, there shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

BRIAN D. JARRETT
3015 Lake Alfred Road
Winter Haven, Florida 33881

WILLIAM R. JARRETT, JR.
3015 Lake Alfred Road
Winter Haven, Florida 33881

LITTLE ANTHONY GORDON
3015 Lake Alfred Road
Winter Haven, Florida 33881

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of this Corporation are:

P. HUTCHISON BROCK, II
37837 Meridian Avenue, Suite 100
Dade City, Florida 33525

ARTICLE VIII
AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida Business Corporation Act, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX
PROVISIONS FOR REGULATION OF THE
INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.

(b) Meetings of the Incorporator, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised as directed by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the agents, the officers and Directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the Board and to the extent provided by the Bylaws and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by 2/3 of the vote of those Shareholders of the Corporation entitled to vote at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) Any officers of the Corporation may be removed either with or without cause at any time by vote of a majority of the Board of Directors.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a Director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise

prevent him from contracting with the Corporation for the benefit of himself or of any firm, association or corporation in which he may be in anywise interested.

(j) The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the entire Board of Directors so long as the proposed action is not inconsistent with any Bylaws which may have been adopted at any Shareholders' meeting. The Bylaws of the Corporation may be amended or repealed at any Shareholders' meeting.

IN WITNESS WHEREOF, the above-named Incorporator has hereunto subscribed his name, this 21st day of January, 2009.

JARRETT-GORDON FORD LINCOLN MERCURY, INC.

By: 

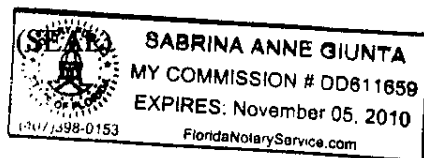
P. HUTCHISON BROCK, II, Incorporator

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned officer, this day personally appeared P. HUTCHISON BROCK, II, who is personally known to me, and who subscribed his name to the foregoing Articles of Incorporation and acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 21st day of January, 2009.


NOTARY PUBLIC - STATE OF FLORIDA



Sabrina Giunta
Typed/Printed Name of Notary Public

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

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0505, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

JARRETT-GORDON FORD LINCOLN MERCURY, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT WINTER HAVEN, STATE OF FLORIDA, HAS NAMED P.
HUTCHISON BROCK, II, LOCATED AT 37837 MERIDIAN AVENUE, SUITE 100, DADE
CITY, STATE OF FLORIDA 33525, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

JARRETT-GORDON FORD LINCOLN MERCURY, INC.

SIGNATURE:


P. HUTCHISON BROCK, II,
Incorporator

DATE: January 21, 2009

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. FURTHER, I CERTIFY THAT I AM
FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION
607.0505, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE OF
REGISTERED AGENT:


P. HUTCHISON BROCK, II

DATE: January 21, 2009