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(Address)

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(Business Entity Name)

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FEB - 17 2011

EXAMINER

2011 FEB - 4 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FL 32310

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

VIA FEDERAL EXPRESS
7943 8909 5094

SUBJECT: TOWN AND COUNTRY USED CARS AND TRUCKS, LLC

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to covert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with §607.1115, F.S.

Please return all correspondence concerning this matter to:

Lynn Badders
(Contact Person)

Killgore Pearlman Stamp Ornstein & Squires, P.A.
(Firm/Company)

PO Box 1913
(Address)

Orlando, FL 32802-1913
(City/State and Zip Code)

LBADDERS@KPSOS.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lynn Badders
(Name of Person)

at 407-425-1020
(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$105.00 Filing Fees

☐ \$113.75 Filing Fees
and Certificate of
Status

☐ \$113.75 Filing Fees
and Certified Copy

☐ \$122.50 Filing Fees, Certified
Copy, and Certificate
of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 FEB -4 AM 11:23

FILED

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with §607.1115, Florida Statutes.

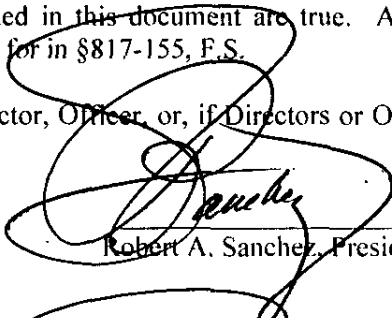
1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: Town and Country Used Cars and Trucks, LLC. L10000111823
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Florida on October 26, 2010.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation: Town and Country Used Cars and Trucks, Inc.
4. The effective date is February 4, 2011.
5. The conversion is permitted by the applicable laws governing the other business entity and the conversion complies with such laws and the requirements of §607.1115, F.S., in effecting the conversion.
6. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 1st day of February, 2011.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony and provided for in §817-155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:


Robert A. Sanchez, President

Required Signature on behalf of the Other Business Entity: Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in §817-155, F.S. [See below for required signature.]


Robert A. Sanchez, Manager

FILED
2011 FEB - 4 AM 11:23
CLERK OF THE
SOLICITOR GENERAL
TALLAHASSEE, FLA

**ARTICLES OF INCORPORATION
OF
TOWN AND COUNTRY USED CARS AND TRUCKS, INC.**

ARTICLE I - NAME

The name of this corporation is TOWN AND COUNTRY USED CARS AND TRUCKS, INC.

ARTICLE II - ADDRESS

Its principal place of business is 114 East Noble Avenue, Bushnell, Florida 33513 and mailing address is 218 North Florida Street, Suite 2, Bushnell, Florida 33513.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - OFFICERS AND DIRECTORS

The names and addresses of the Officers and Directors are as follows:

D/P
Robert A. Sanchez
218 North Florida Street, Suite 2
Bushnell, Florida 33513 US

ARTICLE VI - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$0.01 per share.

**ARTICLE VII - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2501 South Orange Avenue, 5th Floor, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Killgore Pearlman Stamp Ornstein & Squires, P.A.

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2011 FEB -4 AM 10:00
CLERK OF DISTRICT COURT
JALANASSETT, FLORIDA

ARTICLE VIII - INCORPORATOR

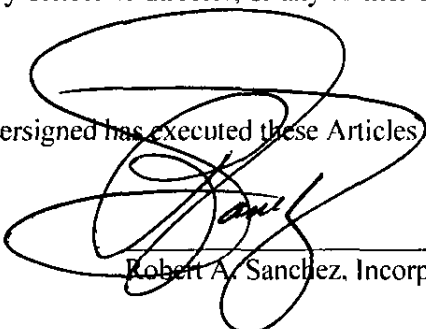
The name and address of the incorporator is:

Robert A. Sanchez
218 North Florida Street, Suite 2
Bushnell, Florida 33513

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of February, 2011.

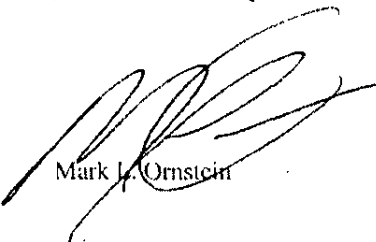


Robert A. Sanchez, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for TOWN AND COUNTRY USED CARS AND TRUCKS, INC. hereby accepts such appointment this 1st day of February, 2011, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

KILLGORE PEARLMAN STAMP
ORNSTEIN & SQUIRES, P.A.



Mark J. Ornstein

2011 FEB -4 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED