

(SAMPLE LETTER OF TRANSMITTAL)

P95000001352

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

RECEIVED  
TALLAHASSEE, FLORIDA  
JAN 11 1985

Re: Phillips Auto Sales Inc.  
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

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

Very truly yours,

G. Arthur Phillips  
(individual's name)

Phillips Auto Sales, Inc.  
(name of corporation)

55 JAN -4 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PH 130

1/6/85

|                                |           |        |
|--------------------------------|-----------|--------|
| MAILING ADDRESS OF CORPORATION |           |        |
| 41725 S. Pine Ave              |           |        |
| Ocala, Florida 34480           |           |        |
| PHONE                          |           |        |
| (904) 611-1021                 | Area Code | Number |
|                                |           | Ext.   |

## ARTICLES OF INCORPORATION

Phillips Auto Sales, Inc.  
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

### ARTICLE I - CORPORATE NAME

The name of the corporation is:

PHILLIPS Auto Sales, Inc.

### ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

### ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five Hundred shares (500) of Two Dollar(s) (\$ 2.00) par value Common Stock, which shall be designated "Common Shares."

### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

|         |  |                        |                  |
|---------|--|------------------------|------------------|
| NAME    | <u>Jeffery A. Phillips</u>                       |                        |                  |
| ADDRESS | <u>521 Bahia Trach Trail 4725 South Pine Ave</u> |                        |                  |
| CITY    | <u>Ocala</u>                                     | FLORIDA <u>Florida</u> | ZIP <u>34480</u> |

The principal office, if known, or the mailing address of the corporation is:

|         |                                  |                   |                  |
|---------|----------------------------------|-------------------|------------------|
| NAME    | <u>Phillips Auto Sales, Inc.</u> |                   |                  |
| ADDRESS | <u>4725 South Pine Ave.</u>      |                   |                  |
| CITY    | <u>Ocala</u>                     | FLORIDA <u>FL</u> | ZIP <u>34480</u> |

### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:


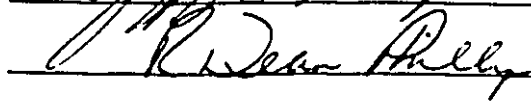
|         |                              |                      |                  |
|---------|------------------------------|----------------------|------------------|
| NAME    | <u>Jeffery A. Phillips</u>   |                      |                  |
| ADDRESS | <u>521 Bahia Trach Trail</u> |                      |                  |
| CITY    | <u>Ocala</u>                 | STATE <u>Florida</u> | ZIP <u>34472</u> |
| NAME    | <u>R. Dean Phillips</u>      |                      |                  |
| ADDRESS | <u>3269 S.E. 49th Place.</u> |                      |                  |
| CITY    | <u>Ocala</u>                 | STATE <u>Florida</u> | ZIP <u>34480</u> |
| NAME    |                              |                      |                  |
| ADDRESS |                              |                      |                  |
| CITY    |                              | STATE                | ZIP              |

# ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

|         |                       |       |  |
|---------|-----------------------|-------|--|
| NAME    | Jeffery A. Phillips   |       |  |
| ADDRESS | 521 Bahia Track Trail |       |  |
| CITY    | STATE                 | ZIP   |  |
| Ocala   | Florida               | 34472 |  |
| NAME    | R. Dean Phillips      |       |  |
| ADDRESS | 3264 S.E. 49th Place. |       |  |
| CITY    | STATE                 | ZIP   |  |
| Ocala   | Florida               | 34480 |  |
| NAME    |                       |       |  |
| ADDRESS |                       |       |  |
| CITY    | STATE                 | ZIP   |  |

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 3rd day of January, 1995.

  
 \_\_\_\_\_ (Seal)  
  
 \_\_\_\_\_ (Seal)  
 \_\_\_\_\_ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Phillips Auto Sales, Inc.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 4725 South Pine Ave.

Ocala, Florida 34480

has named Jeffery A. Phillips

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

Jeffery A. Phillips  
(registered agent)