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JOSEPH P. LARKIN, III, P.A.
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January 19, 1995

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

300001387243
-01/23/95--01094--003
****122.50 ****122.50

Re: Innaco Used Cars, Inc.

EFFECT DATE

1-19-95

Dear Sir:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above mentioned corporation. The enclosed check represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

Please file the original Articles of Incorporation and return a certified copy in care of this office.

Thank you for your cooperation in this matter.

Sincerely yours,

JOSEPH P. LARKIN, III

JPL/hb

Enclosures

RECEIVED JAN 20 1995

ARTICLES OF INCORPORATION

OF
ISAACS USED CARS, INC.

ARTICLE I
NAME

The name of the Corporation is ISAACS USED CARS, INC..

EFFECTIVE DATE
1-18-95
ARTICLE II
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III
MAILING ADDRESS

The mailing address of the Corporation is 33542 C.R. 473, Leesburg, FL 34788.

ARTICLE IV
COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence of the Corporation shall commence upon the date of the subscription and acknowledgment of these Articles of Incorporation, January 18, 1995, pursuant to Florida Statute 607.0203(1).

ARTICLE V
PURPOSE

The purpose or purposes for which the Corporation is organized are to engage in a general business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida Corporation Laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country.

**ARTICLE VI
AUTHORIZED SHARES**

The aggregate number of shares that the corporation shall have the authority to issue is 5,000 shares of common stock with a par value of One Dollar. The holders of the outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, and property, or in shares of the common stock of the Corporation.

**ARTICLE VII
REGISTERED AGENT**

The initial address in Florida of the initial registered agent of the Corporation is 33542 C.R. 473, Leesburg, FL 34788, and the name of the initial registered agent at such address is LISA L. ISAACS.

**ARTICLE VIII
BOARD OF DIRECTORS**

1. The initial Board of Directors shall consist of 2 directors, who need not be residents of the State of Florida or shareholders of the corporation.

2. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

3. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors have been elected and qualified, are as follows:

DEWAYNE ISAACS	33542 C.R. 473 Leesburg, FL 34788
LISA L. ISAACS	33542 C.R. 473 Leesburg, FL 34788

**ARTICLE IX
PLACE OF BUSINESS**

The principal place of business of the Corporation shall be 33542 C.R. 473, Leesburg, FL 34788. The Board of Directors may establish and maintain the

principal office or other offices for the Corporation at any place or places that the Board may determine.

**ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION**

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation, or any amendment thereto, in any manner provided by law.

**ARTICLE XI
PREEMPTIVE RIGHTS**

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such shares of the stock of this Corporation as may be issued for money, or any property or services, from time to time, and addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

**ARTICLE XII
INCORPORATORS**

The names and addresses of the Incorporators of the Corporation, each of whom has signed these Articles of Incorporation, are:

DEWAYNE ISAACS	33542 C.R. 473 Leesburg, FL 34788
LISA L. ISAACS	33542 C.R. 473 Leesburg, FL 34788

**ARTICLE XIII
INDEMNIFICATION**

The Corporation shall be empowered to indemnify any officer, director, agent

or employee, or any former officer, director, agent or employee to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation this 18 day of January, 1995.

INCORPORATORS:

[Signature]
DEWAYNE ISAACS

[Signature]
LISA L. ISAACS

FILED
JAN 19 1995
NOTARY PUBLIC
STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared DEWAYNE ISAACS and LISA L. ISAACS who are personally known to me or who has produced personally known as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of January, 1995.

[Signature]
NOTARY PUBLIC:
My Commission Expires

JOSEPH P. LARKIN III
NOTARY PUBLIC
STATE OF FLORIDA
MY COMMISSION EXPIRES
OCTOBER 18, 1995
ICC 236039
Bonds thru
Public Uncertainty

REGISTERED AGENT ACCEPTANCE

I hereby accept the obligations of a registered agent for the corporation as required in Florida Statute 607.0505.

[Signature]
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared LISA L. ISAACS who is personally known to me or who has produced personally known as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of January, 1995.

[Signature]
NOTARY PUBLIC:
My Commission Expires

JOSEPH P. LARKIN III
NOTARY PUBLIC
STATE OF FLORIDA
MY COMMISSION EXPIRES
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