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FLORIDA DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

FROM: WALCO, INC.

DEPARTMENT OF STATE

3201 N PALAFOX ST

STATE OF FLORIDA

409 EAST GAINES STREET

PENSACOLA FL 32505-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: JAY'S AUTO SALES AND SERVICE, INC.

FAX AUDIT NUMBER: H95000001251

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/31/1995

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 1, 1995

WALCO INC.

PENSACOLA, FL

SUBJECT: JAY'S AUTO SALES AND SERVICE, INC.
REF: W95000002241

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Loria Poole
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

H95000001251

**ELECTRONIC FILING FAX DOCUMENT
FOR
FLORIDA DIVISION OF CORPORATIONS
ARTICLES OF INCORPORATION
FOR
Jay's Auto Sales and Service, Inc.**

**Prepared By: WALCO, INC.
3201 North Palafox Street
Pensacola, Fl 32505
(904)433-0029**

Aud No: H95000001251

Aud No:H95000001251

ARTICLES OF INCORPORATION
OF
Jay's Auto Sales and Service, Inc.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, and under the following Articles:

ARTICLE I. NAME

The name of the corporation shall be Jay's Auto Sales and Service, Inc.

ARTICLE II. NATURE OF BUSINESS

The corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, or a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, or a State Fair or Exposition.

Subject to such limitations, it shall engage in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1000 shares of one class denoted stock having a nominal par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared By: Walco, Inc.
3201 North Palafox St
Pensacola, Fl 32505
(904)433-0029

Aud No:H95000001251

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ARTICLE V. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is 22 E Johnson Avenue, Pensacola, FL 32534-3714. The registered office of this corporation is at 22 E Johnson Avenue, Pensacola, FL 32534-3714, and the agent at that address is Jay A. Sheppard.

ARTICLE VI. DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a board of one or more directors. The corporation shall have 1 director initially. The number of directors may be increased or decreased from time to time by-laws adopted by the stockholders, but there shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS AND OFFICERS

The names and address of the initial directors and officers are:

NAME	ADDRESS	OFFICE
Jay A. Sheppard	22 E Johnson Avenue Pensacola, FL 32534-3714	President Director Chairman Secretary

ARTICLE VIII. SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

NAME	ADDRESS
Jay A. Sheppard	22 E Johnson Avenue Pensacola, FL 32534-3714

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ARTICLE IX. PREEMPTIVE RIGHTS

The shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price and terms, which it is offered to others.

ARTICLE X. RESTRICTIONS ON SALE OF STOCK

The corporation and, subject to the priority of the corporation, the remaining stockholders of the corporation shall have preference in the purchase of any shares of the capital stock of the corporation, and any shares in violation of this provision shall be null and void. In case a stockholder, his personal representative, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation stating the terms of the bona fide offer which he has received, and unless the terms of the bona fide offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all the other stockholders within ten (10) days from the mailing of such notice, they shall be deemed to have waived their privilege of purchasing and the holder or person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege to purchasing as to any shares of stock less than the total number involved in such bona fide offer.

John A. Thompson

Aud No:H95000001251

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

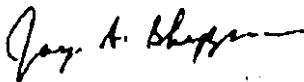
1. The name of the corporation is:

Jay's Auto Sales and Service, Inc.

2. Registered Agent is:

Jay A. Sheppard
22 E Johnson Avenue
Pensacola, Fl 32534-3714

Signature:



Title: President

Date: January 31, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES FOR CERTIFICATE OF DESIGNATION.

Signature:



Date: January 31, 1995

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