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HAAG, GAFFNEY & WILCOX, P.A.

ATTORNEYS AT LAW

452 PLEASANT GROVE ROAD
INVERNESS, FLORIDA 34452

JEANNETTE M. HAAG
KAREN O. GAFFNEY
DAVID L. WILCOX
WILLIAM J. CATTO

CERTIFIED CIVIL
AND FAMILY MEDIATOR

TELEPHONE
904 / 726-0901

FAX
904 / 726-3345

February 17, 1995

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

300001410563
02/20/95--01098--005
****122.50 ****122.50

Re: Articles of Incorporation for
PITA ONE, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for PITA ONE, INC. for filing with your office.

Please be advised that our check in the amount of \$122.50 is enclosed herewith to cover your fee.

Please forward the certified copy and letter of acknowledgment to:

JEANNETTE M. HAAG, ESQUIRE
HAAG, GAFFNEY & WILCOX, P.A.
452 Pleasant Grove Road
Inverness, Florida 34452

Thank you for your assistance in this matter.

Sincerely,

HAAG, GAFFNEY & WILCOX, P.A.

By: Jeannette M. Haag
JEANNETTE M. HAAG

JMH/kak
Enclosures
cc: Mr. David Langer

ARTICLES OF INCORPORATION
OF
PITA ONE, INC.

FILED
1951 FEB 20 PM 3:00
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

PITA ONE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

8011 Halcyon Court
Inverness, Florida 34450

ARTICLE III - CORPORATE PURPOSES AND DURATION

This corporation shall have perpetual existence. This corporation is organized and authorized to perform any and all activities as allowed by law to include, but not be limited to, the following:

1. To engage in the ownership, lease and sale of automobiles;
2. To operate an automobile leasing business;
3. To buy, sell, trade, manufacture, deal in and with goods, wares, and merchandise of every kind and nature, and to carry on such business as an automobile rental agency;
4. To acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental

to such business;

5. To have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise;

6. In general, to carry on any other business in connection with the foregoing and to have and exercise all the powers conferred by the laws of the State of Florida upon the corporation and to do any and all the things set forth above to the same extent as a natural person might or could do; and

7. To transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK AND STRUCTURE

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time shall be two thousand five hundred (2,500) shares of \$1.00 par value common stock, which shall be designated "common shares". Said shares shall be of a single class and shall have the par value as stated herein. All issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to natural persons, estates or trusts as defined in Section 1361(c)(2) or any amendment or successor sections thereto of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a non-resident alien. Any shareholder who wishes to sell or otherwise transfer to any other shareholder or to a third party, the corporation, upon resolution of the Board of Directors, shall have thirty (30) days to announce its intent to purchase the stock at par value. Any shareholder who wishes to sell stock as set

forth above must advise the Board of Directors of its intent to sell or transfer stock and make said offer in writing to the corporation. Should the corporation not purchase the stock as set forth herein within thirty (30) days of the receipt of the written notice, said shareholder shall be authorized to sell or otherwise transfer his or her stock without limitation.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series in that which he already holds, shall have the right to purchase his pro-rata shares thereof at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this corporation shall be:

8011 Halcyon Court
Inverness, Florida 34450

and the name of the initial registered agent of this corporation at that address is:

DAVID LANGER

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the by-laws. The name and address of the initial Board of Directors of this corporation is:

DAVID LANGER
8011 Halcyon Court
Inverness, Florida 34450

ARTICLE VIII - INCORPORATOR

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

DAVID LANGER
8011 Halcyon Court
Inverness, Florida 34450

ARTICLE IX - BY-LAWS

The power to adopt, alter or amend by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders. The undersigned incorporator has executed these Articles of Incorporation this 14th day of February, 1995.

David Langer
DAVID LANGER
Incorporator/Director

STATE OF FLORIDA

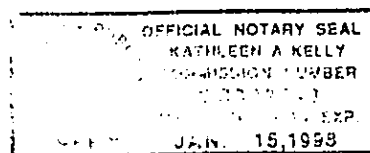
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 14th day of February, 1995 by DAVID LANGER, who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced:

Florida Driver's License
No. L526-160-35-373
Expiration Date: 10-13-1999

Kathleen A Kelly
NOTARY PUBLIC
KATHLEEN A. KELLY
Printed Name of Notary
My Commission Expires:



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

PITA ONE, INC.

2. The name and address of the registered agent and office is:

DAVID LANGER
8011 Halcyon Court
Inverness, Florida 34450

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DAVID LANGER

February 14, 1995
Date

FILED
FEB 15 1995
CLERK OF COURT
INVERNESS COUNTY
FLORIDA

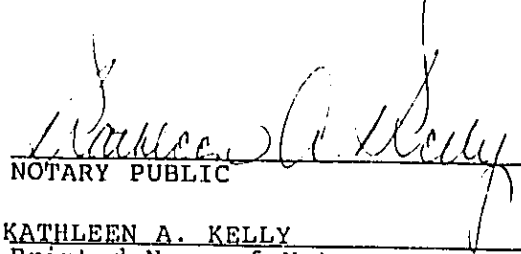
STATE OF FLORIDA

COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this
14th day of February, 1995 by DAVID LANGER, who is personally
known to me or who produced the identification set forth below and
who did not take an oath.

Identification Produced:

Florida Driver's License
No. L526-160-35-373
Expiration Date: 10-13-1999


NOTARY PUBLIC

KATHLEEN A. KELLY
Printed Name of Notary
My Commission Expires:

