

JOHN H. POWER
ATTORNEY AT LAW

1413 21ST STREET, SUITE A
VERO BEACH, FLORIDA 32960

TELEPHONE: (407) 778-3393
FACSIMILE: (407) 778-3394

P9500020827

March 8, 1995

Division of Corporations
Attention: New Filings Division
Post Office Box 6327
Tallahassee, FL 32314

800001428628
-03/14/95--01052--011
***122.50 ***122.50

In Re: Enclosed Articles of Incorporation and
Registered Agent Certification

Dear Sirs:

Please find enclosed the original and one copy of the executed copies of Articles of
Incorporation and Registered Agent Certificate for the above corporation.

Also enclosed is my check in the amount of \$122.50 to cover the following charges:

Filing fee	\$35.00
Certified copy	\$52.50
Registered Agent fee	\$35.00
Total	\$122.50

Please forward the certified copy and certificate of incorporation at your earliest
convenience.

Sincerely yours,

John H. Power

JHP/tm

Enclosure(s): as indicated
cc: client

FILED
95 MAR 13 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BASS MOTOR CARS, INC.**

95 APR 13 AM 8:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Bass Motor Cars, Inc.

ARTICLE II - LOCATION

The principal office of Bass Motor Cars, Inc. is located at 6496 North US 1, Ft. Pierce, Florida 34946.

ARTICLE III - DURATION

The period of duration is perpetual.

ARTICLE IV - PURPOSE

The purpose of the corporation is to engage in the used auto sales business and in any other activities or business permitted under the laws of the United States or the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation shall have the authority to issue 100 shares of common stock of \$1.00 par value per share.

ARTICLE VI - RESTRICTION ON SALE OF STOCK

The corporation shall have the power to include in its by-laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its shareholders or in the event of the death of any of its shareholders. The manner and form, as well as all relevant terms, conditions and details thereof shall be determined by the Board of Directors of this corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision or notice thereof shall be plainly written upon the certificates evidencing the ownership of said stock.

ARTICLE VI - INITIAL REGISTERED OFFICER AND AGENT

The initial registered agent shall be Jeff R. Casella and the address of its initial registered office is 6496 US 1, Ft. Pierce, Florida 34946.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is two (2) and the names and addresses are:

<u>Name</u>	<u>Address</u>
Robert Murchie	21752 73rd Manor Vero Beach, Florida 32966.
Jeff R. Casella	6496 US 1 Ft. Pierce, Florida 34946.

ARTICLE IX - INCORPORATORS

The name and address of the incorporator is Robert Murchie, 21752 73rd Manor, Vero Beach, Florida 32966.

ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment or addition hereto, or to add additional articles hereto, either by action of its Board of Directors or by action of its shareholders, and any right conferred upon the shareholders is subject to this provision.

ARTICLE XI - DATE OF INCORPORATION

The effective date of incorporation shall be the date these Articles are approved by the Department of State, State of Florida.

In witness whereof, the undersigned subscriber has executed these Articles of Incorporation of Bass Motor Cars, Inc. on March 8, 1995.


Robert Murchie

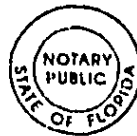
STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, a notary public in and for the State of Florida, this day personally appeared Robert Murchie, to me well known to be the person described herein and who executed the foregoing Articles of Incorporation of Bass Motor Cars, Inc., and he acknowledged before me the execution thereto to be his free act and deed for the uses and purposes therein mentioned and intended.

Witness my hand and official seal at Vero Beach, Indian River County, Florida on March 8, 1995.



Notary Public, State of Florida



JOHN H. POWER
My Comm Exp. 5/19/96
Bonded By Service Ins'l Co.
No. CC202986
☒ Personally Known
☐ Other I. D.

REGISTERED AGENT CERTIFICATE
STATE OF FLORIDA, DEPARTMENT OF STATE

This Certificate is submitted in compliance with Sections 48.091 and 607.034 of the Florida Statutes, designating a Registered Agent upon whom Service of Process may be accomplished and designating a Registered Office for the Service of Process within the State of Florida.

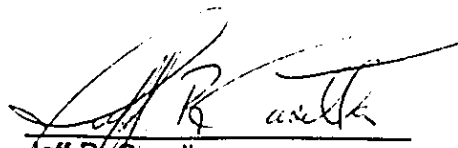
APPOINTMENT

The undersigned Authorized Incorporator in compliance with the Laws of the State of Florida, of Bass Motor Cars, Inc., Incorporating (or incorporated) under the Laws of the State of Florida, with its principal office located at 6496 North US 1, Ft. Pierce, Florida 34946, does hereby appoint Jeff R. Casella as Registered Agent and 6496 North US 1, Ft. Pierce, Florida 34946 as the Registered Office of the Corporation, to accept Service of Process as the Corporation's Registered Agent at the Registered Office.


Robert Murchie

ACCEPTANCE

I, the undersigned, agree as Registered Agent to accept Service of Process, to keep the Registered Office open during the hours prescribed by law and to post my name {and the name of any other officers of the Corporation authorized by Law to accept Service of Process at the stated Florida address} in some conspicuous place in the Registered Office as required by law.


Jeff R. Casella
Registered Agent

Date: March 8, 1995

FILED
95 MAR 13 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA