

P95000044237

TRANSMITTAL LETTER

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

SUBJECT: ORANGE CO. SOUTH AUTO AUCTION, INC.
(proposed corporate name)

Enclosed is an original and one (1) copy of the Articles of Incorporation
and our check for \$ 122.50.

FROM:

RONALD S. McCARROLL
Name

5155 HAYWOOD RUFFIN RD.
Address

ST. CLOUD, FL. 34771
City, State, Zip

(407) 957-3456
Telephone Number

300001502043
-05/31/95--01056--019
****122.50 ****122.50

Note: Please provide the original and one copy of the Articles

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**ARTICLES OF INCORPORATION
OF**

ORANGE CO, SOUTH AUTO AUCTION, INC.

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

ARTICLE I NAME

"Orange Co. South Auto Auction, Inc."

ARTICLE II PRINCIPLE OFFICES

151 Taft-Vineland Rd.
Orlando, Fl. 32824

ARTICLE III PURPOSE

To engage in AUTO AUCTION SALES. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporation objectives expressed above.

ARTICLE IV SHARES

100 common shares of stock

ARTICLE V INITIAL REGISTERED AGENT & ADDRESS

RONALD S. McCARROLL
5155 Haywood Ruffin Rd.
St. Cloud, Fl. 32771

ARTICLE VI MANNER OF ELECTION OF OFFICERS & DIRECTORS

Election by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

A. DIRECTORS

Director Robert Scott Korner
2987 Monica Terrace
Kissimmee, FL 34744

Director Jana Renee Korner
2987 Monica Terrace
Kissimmee, FL 34744

Director James H. Golz
14704 Lone Eagle Dr.
Orlando, FL 32837

B. OFFICERS

President Ronald S. McCarroll
5155 Haywood Ruffin Rd.
St. Cloud, FL 34771

Vice-President Treva Dianne McCarroll
5155 Haywood Ruffin Rd.
St. Cloud, FL 34771

Secretary Ronald S. McCarroll Jr.
5155 Haywood Ruffin Rd.
St. Cloud, FL 34771

ARTICLE VII INCORPORATORS

Ronald S. McCarroll #308-56-9873

Treva D. McCarroll #306-56-3382

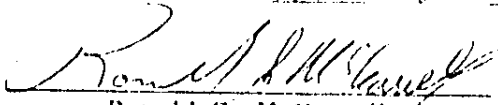
Ronald S. McCarroll #595-32-0342

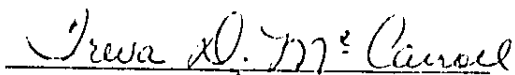
Robert S. Korner #286-80-4437

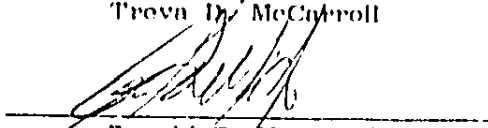
Jana R. Korner #595-32-0928

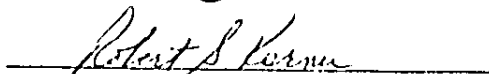
James H. Golz #396-40-8778

The undersigned Incorporators have executed these Articles of Incorporation this 23 day of Aug., 1998.


Ronald S. McCarroll


Treva D. McCarroll


Ronald S. McCarroll Jr.


Robert S. Korner


Jann R. Korner


James H. Golz

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

Pursuant to the provisions of section 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:

ORANGE CO. SOUTH AUTO AUCTION, INC.

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

___RONALD S. McCARROLL___
(NAME)


___5155 HAYWOOD RUFFIN RD._____
(P.O. BOX NOT ACCEPTED)

___ST. CLOUD, FL. 34771_____
(CITY, STATE, ZIP)

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.

Signature

Date



5-23-95