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FILED
95 JUL 25 AM 11:58
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

MARIANNA MOTOR COMPANY
(Requestor's Name)

4097 LAFAVETTE ST
(Address)

MARIANNA FL 32446-904-536-4304
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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-07/25/95--01067--016
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. MARIANNA MOTOR COMPANY (Corporation Name) _____ (Document #) _____
- 2. _____ (Corporation Name) _____ (Document #) _____
- 3. _____ (Corporation Name) _____ (Document #) _____
- 4. _____ (Corporation Name) _____ (Document #) _____

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials _____

ARTICLES OF INCORPORATION
OF
MARIANNA MOTOR COMPANY, INC.

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ARTICLE I - NAME

The name of this corporation is MARIANNA MOTOR COMPANY, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended. The general nature of the business to be transacted by the corporation shall be as follows:

- (a) To buy and sell used cars as allowed under Florida Law;
- (b) To purchase, sell, lease, operate, own, hold transfer, convey, mortgage, or otherwise encumber, trade exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor. To engage in lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations;
- (c) In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to raise, borrow, and secure the

payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity;

(d) Any stock issued by this corporation may qualify under Section 1244 of the Internal Revenue Code of 1954, and as same may be amended;

(e) This corporation may, at its option, avail itself of the provisions of Part II of the Florida Corporation Act pertaining to closed corporations, Sec. 608.70 et. seq. of the Florida Statutes, and as same may be amended;

(f) This corporation shall have all of the general powers together with all additional and specific powers granted by the Laws of the State of Florida, as well as implied powers, in carrying out the foregoing express powers;

(g) The foregoing clauses shall be construed both as objects and as powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE IV - STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Toni C. Holmes, 3916 Gable Road, Marianna, Florida 32448, and the name of the initial registered agent of this corporation is TONI C. HOLMES.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five. The name and address of the initial Board of Directors of this corporation is:

TONI C. HOLMES
3916 Gable Road
Marianna, Florida 32448

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these articles is TONI C. HOLMES, 3916 Gable Road, Marianna, Florida 32448.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation, or any amendment hereof, by a majority vote of the Board of Directors, and

any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - CAPITAL

This corporation shall begin business with a capital of not less than FIVE HUNDRED DOLLARS (\$500.00).

IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of Incorporation on the 21st day of July, 1995.

Toni C. Holmes
TONI C. HOLMES

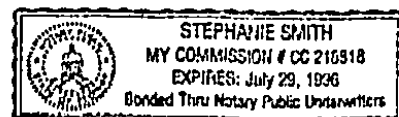
STATE OF FLORIDA
COUNTY OF JACKSON

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared TONI C. HOLMES, known to be and known by me to be the person who executed the foregoing Article of Incorporation, and she acknowledged before me that she executed the Article of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and county above this 21st day of July, 1995.

THIS INSTRUMENT PREPARED BY:
John Deighton Simpson
Attorney at Law
Post Office Box 6197
Marianna, Florida 32447
(904) 526-3244
Florida Bar # 254320

Stephanie Smith
NOTARY PUBLIC
My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that MARIANNA MOTOR COMPANY, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business being 4097 Lafayette Street, Marianna, Florida 32446, has named TONI C. HOLMES as its agent to accept service of process within Florida.

Dated this 21st day of July, 1995.

Toni C. Holmes
TONI C. HOLMES

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Toni C. Holmes
TONI C. HOLMES
Registered Agent

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TALLAHASSEE, FLORIDA

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