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FAS-T CORPORATE AGENTS

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-02--

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ROGERS AUTO SALES INC.

FAX AUDIT NUMBER: H95000010251

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ARTICLES OF INCORPORATION  
OF  
ROGERS AUTO SALES INC.

ARTICLE I. NAME.

The name of the corporation is Rogers Auto Sales

ARTICLE II. PRINCIPAL OFFICE.

The principal office of the Corporation is at 1008 Mark Ave. Ellenton, Fl. 34222, in Manatee County, State of Florida.

ARTICLE III. REGISTERED AGENT.

The registered agent for the Corporation is Les Jerome Rogers and the address to be used for service to the Corporation shall be 1008 Mark Ave. Ellenton, Fl. 34222.

ARTICLE IV. INCORPORATORS.

The names and addresses of the incorporators are as follows:

Les Jerome Rogers  
1913 25th Ave. W.  
Bradenton, Fl. 34205

Leslie Rogers Jr.  
5706 22nd St. W.  
Bradenton, Fl. 34207

ARTICLE V. DURATION.

The Corporation shall have perpetual existence.

ARTICLE VI. PURPOSES.

The purpose for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE VII. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally

Prepared by: Les Jerome Rogers  
1008 Mark Ave.  
Ellenton, Fl 34222

(941)750-0849

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exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

#### ARTICLE IIX. CA ITAL STOCK.

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is One Hundred (100).

Section 2. Preemptive rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any Preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### ARTICLE IX. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1000.00).

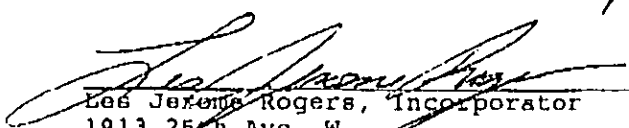
#### ARTICLE X. INTERESTED DIRECTORS.

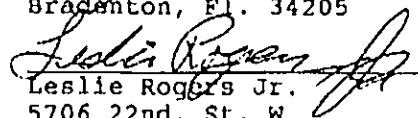
No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director

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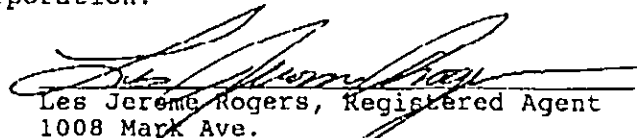
of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 11 day of September, 1995.

  
Les Jerome Rogers, Incorporator  
1913 25th Ave. W.  
Bradenton, Fl. 34205

  
Leslie Rogers Jr.  
5706 22nd. St. W.  
Bradenton, Fl. 34207

I understand, accept and assume the duties and responsibilities of the position of Registered Agent of the aforementioned Corporation.

  
Les Jerome Rogers, Registered Agent  
1008 Mark Ave.  
Ellenton, Fl. 34222

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