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FAMILY LAW
PROBATE
REAL ESTATE

FLA BAR NO
218842

September 13, 1995

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-01/15/95--01076--016
*****70.00 *****70.00

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

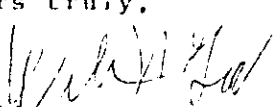
Re: Tri-County Cars, Inc.

Dear Sir:

Enclosed please find my check in the amount of \$70.00 along with the original and one copy of the above referenced corporation. Please file the corporation and return the certified copy to the undersigned.

Thank you.

Yours truly,


William N. Gambert

WNG/ck
Enclosure

FILED
DIVISION OF STATE
CORPORATIONS
SEP 15 PM 1:24

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ARTICLES OF INCORPORATION

OF

TRI-COUNTY CARS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 15 PM 1:24

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

TRI-COUNTY CARS, INC.

ARTICLE II

This corporation will engage in the business of sale and/or lease of automobiles and shall operate such other business as is permitted under the laws of the United States and the State of Florida.

It shall exercise, generally, such powers as may be incident to or convenient for the purpose and business of the corporation. It shall further, have, exercise and enjoy all the rights and privileges of a corporation for profit under the laws of the State of Florida, it being expressly provided that the foregoing enumerated powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE III

The maximum number of shares of stock this corporation may issue is one hundred shares of Common Stock, which shall be the Common Stock of no par value. All said Common Stock shall be payable in cash, or payable by property, labor or services at a just valuation by the stockholders.

Property, labor or services may be purchased or paid for with capital stock at a just valuation fixed by the stockholders.

ARTICLE IV

The amount of capital with which this corporation shall begin is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The mailing address of said corporation shall be 109 Mango Tree Drive, Edgewater, Florida 32132. The principal office address and street address is: 109 Mango Tree Drive, Edgewater, Florida 32132. The registered office of the corporation is located at 433 Silver Beach Avenue, Suite 104, Daytona Beach, Florida 32118.

ARTICLE VII

That the business of the corporation shall be managed by the stockholders of the corporation. The Board of Directors shall initially consist of two members who are WILLIAM H. HUMBERT and HARRY D. LOCKLEAR. The said corporation may have additional members on the Board of Directors as may be

authorized in the bylaws of the corporation.

ARTICLE VIII

The names and residence addresses of the persons signing these Articles of Incorporation as subscribers are as follows:

William H. Humbert, President
941 George Hecker Drive,
S. Daytona, Florida 32119

ARTICLE IX

No holder of Common Stock of the corporation shall have any preferential, preemptive or other right to the detriment of any other stockholder of the corporation.

ARTICLE X

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation and its stockholders are hereby adopted as a part of these Articles of Incorporation.

A. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

B. No holder of any stock of the corporation shall have the right to transfer or sell said stock in the corporation without first giving sixty (60) days written notice to stockholders of said stockholder's intention to transfer or sell said stock. All other stockholders collectively shall have an absolute first option to purchase said stock being offered for sale under a formula of evaluation, based on net

worth adopted by the stockholders from time to time, which formula of evaluation shall be applicable to all stockholders. If the stockholders collectively decline to purchase, the stockholders individually shall have the right, and if more than one stockholder is involved, the purchase shall be on a prorata basis or as may be mutually agreed upon. In the event the stockholder offering said stock for sale is not satisfied with the formula adopted by the stockholders, said stockholder shall have the right to justify a higher evaluation provided he is willing to bear the expense involved. Said stockholder may request the purchase price of this stock be established by a Board of Arbitrators consisting of three members: one member shall be appointed by the stockholder offering the stock for sale; one member shall be appointed by the other stockholders collectively who have the right to purchase; and the third member shall be appointed by the arbitration members previously appointed. All stockholders shall be bound by the decision of the Arbitration Board and said decision shall be enforceable by the courts, if need be, as provided for under Florida law at the time of the court action.

C. The stockholders shall have power to hold their meetings within or without the State of Florida. The stockholders shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used. Any action taken at any such meeting shall be reduced to writing and signed by the stockholders

within a period of fifteen (15) days from date of said meeting and filed with the secretary of the corporation as part of the corporate minutes.

ARTICLE XI

The names and residence addresses of the officers of the corporation are as follows, which includes the initial directors:

<u>NAME</u>	<u>OFFICE</u>
WILLIAM H. HUMBERT 941 George Hecker Drive, S. Daytona, Florida 32119	President and Director
HARRY D. LOCKLEAR 118 Bryan Cave Road, S. Daytona, Florida 32119	V. President and Director
PAUL G. LOCKLEAR 411 Poincianna Drive, Port Orange, Florida 32119	Secretary/Treasure

ARTICLE XII

The corporation may have such other officers and agents as may be deemed necessary. All officers and agents shall be chosen in such manner and shall hold their offices for such terms, and shall have such powers and duties as may be prescribed by the laws or determined by the stockholders.

ARTICLE XIII

The said corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of Incorporation in the manner now or hereafter permitted by law or prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

ARTICLE XIV

The corporation existence shall commence on the 15th day of September, 1995. The undersigned may operate said corporation under the provision of Subchapter S of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

William H. Humbert
WILLIAM H. HUMBERT

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared, WILLIAM H. HUMBERT, who is to me well known to be the person(s) described in and who subscribed the foregoing Articles of Incorporation and freely and voluntarily acknowledged before me according to law that they were made and subscribed for the uses and purposes therein mentioned and set forth. The person(s) provided me with the following identification prior to executing the foregoing, to-wit: None.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Daytona Beach, in said County and State this 12th day of September, 1995.

Carol A. Kaye
Notary Public
My Commission Expires:



CAROL A. KAYE
MY COMMISSION # CC374520 EXPIRES
May 22, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That TRI-COUNTY CARS, INC. desiring to organize under laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Edgewater, County of Volusia, State of Florida, has named WILLIAM N. GAMBERT, Esquire, 433 Silver Beach Avenue, Suite 104, Daytona Beach, Florida 32118 as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



WILLIAM N. GAMBERT, ESQUIRE

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STATE
CORPORATIONS
55 SEP 15 PM 1:24

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W 10/18

Mail this postcard to people and businesses that send you mail.

Please send mail to new address beginning:

10/12/95
Month Day Year

My Name (Last name, first name, middle initial)

TRI-COUNTY CARS, INC.

109 MANGO TREE DRIVE

OLD Complete Street Address or PO Box or Rural Route and RR Box

Apt./Suite #

EDGEWATER

FL

32138

City or Post Office

State

ZIP or ZIP+4 Code

P.O. BOX 291706

NEW Complete Street Address or PO Box or Rural Route and RR Box

Apt./Suite #

PORT ORANGE

FL

32129

City or Post Office

State

ZIP or ZIP+4 Code

(904) 299-3210

NEW Telephone Number (Optional)

Account Number (If applicable)

Signature

Kenny D. R.

Today's date: 10/12/95
Month Day Year

For additional postcards, ask for Form 3576 at your local Post Office