

J. CHRISTOPHER RAY

ATTORNEY AT LAW

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P96000000 4534

January 8, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Fl. 32314

Re: Articles of Incorporation of S & H Auto Mart, Inc.

Gentlemen:

Enclosed please find the original and copy of Articles of Incorporation which are submitted to you for filing as prescribed by statute.

Also enclosed please find my trust account check in the amount of \$122.50 to cover the fees for filing.

Would you please accept the same and file accordingly.

700001686507  
-01/11/96--01034--015  
\*\*\*\*122.50 \*\*\*\*122.50

Yours very truly,

*J. Christopher Ray*  
J. Christopher Ray, Esq.

Encl.

FILED  
96 JAN 11 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*SMC*  
*1-16-96*

ARTICLES OF INCORPORATION  
OF  
S & H AUTO MART, INC.

**FILED**  
96 JAN 11 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby adopts these Articles to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: S & H AUTO MART, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of no-par common stock.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE HUNDRED AND NO/100ths..DOLLARS (\$100.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial street address in this State of the principal office of this corporation shall be: 5500 East Colonial Drive, Orlando, Florida 32807.

ARTICLE VII.

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than two.

ARTICLE VIII. INITIAL DIRECTORS

MICHAEL ROCCO SULPIZIO...321 Kingsbury, Sanford, Fl. 32771.

KENNETH WILLIAM HUNT..2202 Stonebrook Dr. Sanford, Fl. 32772

ARTICLE IX. SUBSCRIBERS

The name and address of the persons signing these Articles of Incorporation as a subscriber is:

MICHAEL ROCCO SULPIZIO and KAREN L. SULPIZIO, his wife as joint tenants with rights of survivorship...321 Kingsbury, Sanford, Florida 32771....51 shares.

KENNETH WILLIAM HUNT and BRANDE HUNT, his wife, and BEVERLY KAY HUNT as joint tenants with rights of survivorship...2202 Stonebrook Dr., Sanford, Florida....49 shares.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles be made.

Michael Rocco Sulpizio  
MICHAEL ROCCO SULPIZIO

Karen L. Sulpizio  
KAREN L. SULPIZIO

Kenneth William Hunt  
KENNETH WILLIAM HUNT

Brande Hunt  
BRANDE HUNT

Beverly Kay Hunt  
BEVERLY KAY HUNT

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, MICHAEL ROCCO SULPIZIO, KAREN L. SULPIZIO, KENNETH WILLIAM HUNT, BRANDE HUNT and BEVERLY KAY HUNT, to me well known to be the persons described as a subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

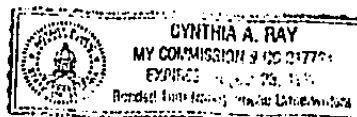
WITNESS my hand and seal in the County and State above named, this 8<sup>th</sup> day of January, 1996.

FLA. D. N.

5-412 552-51-123-0  
5-512 524-53-798-0  
H-530 519-71-094-0  
H-530 268-71-826-0  
H 530 074. 45-820-0



NOTARY PUBLIC  
My Commission Expires:



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

FILED  
96 JAN 11 PM 12:07  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that S & H AUTO MART, INC., desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Sanford, Florida, has named MICHAEL ROCCO SULPIZIO located at 321 Kingsbury, Sanford, Florida 32771, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

  
MICHAEL ROCCO SULPIZIO  
Resident Agent