

P96001020386
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FRANK MARRIOTT, JR.
J. DAVID WALSH
B. PEYTON HODGES
VINCENT M. D'ASSARO
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MICHELLE HARTER
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LAW OFFICES (W)

**CAMERON • MARRIOTT
WALSH • HODGES
D'ASSARO**

A PROFESSIONAL ASSOCIATION

SOUTH BEACH STREET
DAYTONA BEACH, FLORIDA 32114
FAX (904) 252-8801
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15 NORTHEAST FIRST AVENUE
POST OFFICE BOX 5549
OCALA, FLORIDA 34476-5549
FAX (352) 351-0151
(352) 351-1119

PLEASE REPLY TO: DAYTONA BEACH

February 29, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-03/04/96--01107--011
****122.50 ****122.50

RE: CAR AND TRUCK MART, INC.

Dear Sir or Madam:

Please find enclosed an original and a copy of the above-referenced Articles of Incorporation and Certificate and Acknowledgment of the Registered Agent.

I have enclosed this firm's check in the amount of \$122.50 which is broken down as follows:

Filing Fee	\$ 35.00
Certified copy of charter	52.50
Registered Agent Fee	35.00
	<u>\$122.50</u>

Please file the Articles of Incorporation and forward the undersigned a copy of same.

Thank you for your cooperation in this matter.

Very truly yours

J. DAVID WALSH

Enclosure

**ARTICLES OF INCORPORATION
OF
CAR AND TRUCK MART, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby desire to form a corporation under the laws of the State of Florida, providing for the formation, liability, right, privileges and immunities of a corporation for profit.

I. NAME

The name of the Corporation shall be CAR AND TRUCK MART, INC. The street and mailing address shall be 104 South Riverside Drive, New Smyrna Beach, Florida 32169.

II. PURPOSE

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida; including, but not limited to, the operation of a multiple franchise automobile and truck dealership which is engaged in all phases of General Automotive activity including the retail and wholesale sales and purchase of motor vehicles, parts, supplies, general maintenance, service and repairs.

III. DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

IV. CAPITAL STOCK

The maximum number of shares of stock that the corporation

is authorized to have outstanding at anytime is 100, all of which shall be common shares with a One Dollar (\$1.00) par value.

V. REGISTERED OFFICE AND AGENT

The address of the initial principal office of the corporation in this State is 104 South Riverside Drive, New Smyrna Beach, Florida 32169, and the name of the initial registered agent of this corporation is J. DAVID WALSH, Esquire, 432 South Beach Street, Daytona Beach, Florida 32114. The registered agent J. DAVID WALSH, Esquire has provided written acceptance per the attached Certificate and Acknowledgement of Registered Agent.

VI. BOARD OF DIRECTORS

The business of this corporation shall be managed by and its corporate powers exercised by its director. It shall not be necessary for the director to be a resident of the State of Florida nor shareholders. The following shall constitute and be the director of this corporation until his successor is elected or appointed and has qualified:

DENNIS D. HIGGINBOTHAM, Director

ARTICLE VII: INITIAL OFFICERS

The following officers shall constitute and be the officers of this corporation until their successors are elected or appointed and have qualified:

President: DENNIS D. HIGGINBOTHAM
104 South Riverside Drive
New Smyrna Beach, Florida 32169

Vice-President: LARRY HILL
104 South Riverside Drive
New Smyrna Beach, Florida 32169

Secretary/Treasurer: TRUDY H. MOODY
104 South Riverside Drive
New Smyrna Beach, Florida 32169

ARTICLE VIII: INCORPORATOR

The name and post office address of the incorporator is as follows: DENNIS D. HIGGINBOTHAM, 104 South Riverside Drive, New Smyrna Beach, Volusia County, Florida 32169.

ARTICLE IX: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

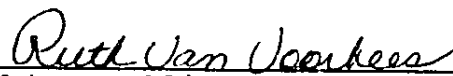
IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation, this 29th day of February, 1996.


DENNIS D. HIGGINBOTHAM

STATE OF FLORIDA)
) SS
COUNTY OF VOLUSIA)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DENNIS D. HIGGINBOTHAM, known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 29th day of February, 1996.


Notary Public, State of Florida
at Large. My commission
expires:



RUTH VAN VOORHEES
MY COMMISSION # CC384486 EXPIRES
August 12, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

I, J. DAVID WALSH, as the Registered Agent for CAR AND TRUCK MART, INC., hereby state the following: I am hereby familiar with and accept the duties and responsibilities as registered agent for CAR AND TRUCK MART, INC.



J. DAVID WALSH, Esquire

STATE OF FLORIDA)
) SS
COUNTY OF VOLUSIA)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared J. DAVID WALSH, known to be the person who executed the foregoing Certificate and Acknowledgement of Registered Agent.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 29th day of February, 1996.

Notary Public, State of Florida
at Large. My commission
expires: