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OFFICE USE ONLY (Do Not Write)

CARLTON FIELDS

(Requestor's Name)

Post Office Drawer 190

(Address)

Tallahassee FL 32302 224-1585

(City, State, Zip) (Phone #) Nancy Hurd

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SUNTHRUSH, INC. (Corporation Name) (Document #)
2. PAULA'S QUALITY MOTORS, INC. (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 3/29 4:00 ☐ Certified Copy
 please stamp in 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

FILED.
 96 MAR 29 PM 2:07
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 96 MAR 29 PM 12:57
 DIVISION OF CORPORATION

Examiner's Initials

3-29-94

FILED
96 MAR 29 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
PAULA'S QUALITY MOTORS, INC.**

ARTICLE I - NAME

The name of this corporation is Paula's Quality Motors, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

1. To operate a business engaged in used car sales.
2. To transact any and all lawful business.

ARTICLE IV - POWERS

This corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

A. This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his

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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 VII - PRINCIPAL OFFICE

The initial principal office and mailing address of the corporation shall be:

839 Big Buck Circle
Winter Springs, Florida 32708

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The street address of the principal registered office of this corporation is 255 South Orange Avenue, Suite 1600, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Philip A. Diamond.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The names and addresses of the initial directors of this corporation are:

Paula Jo Voegelé
839 Big Buck Circle
Winter Springs, Florida 32708

ARTICLE X - INCORPORATOR

The name and address of the person signing these articles are:

Paula Jo Voegelé
839 Big Buck Circle
Winter Springs, Florida 32708

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to

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prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XII - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

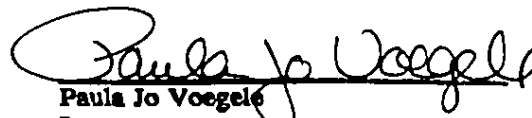
ARTICLE XIII - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ____ day of March, 1996.


Paula Jo Voegelé
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Philip A. Diamond

Date: March 28, 1996