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96 MAR 25 AM 8:21
TALLAHASSEE, FLORIDA

March 20, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: B T W Auto Enterprises, Inc.

500001756525
-03/25/96--01097--003
****122.50 ****122.50

Dear Sir:

Enclosed herewith please find two copies of the Articles of Incorporation for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$122.50 to cover filing fees, etc.

Very truly yours,



ALAN F. GONZALEZ

AFG:et
Enclosures

F. CHESSEB APR 2 1996

ARTICLES OF INCORPORATION

OF

B T W AUTO ENTERPRISES, INC.

THE UNDERSIGNED subscriber(s) to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida, Chapter 607, Florida Statutes.

ARTICLE I. NAME

The name of the corporation shall be:

B T W AUTO ENTERPRISES, INC.

The principal place of business of this Corporation shall be:

1301 42nd St. N.W.

Winter Haven, FL 33881

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ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, Country, Territory or Nation.

ARTICLE III. CAPITAL STOCK

This Corporation shall be authorized to issue two classes of common stock: "Class A" voting common shares and "Class B" non voting common shares. Both Class A and Class B classes of stock shall be identical in all respects except that shareholder owners of Class B non-voting shares shall have no voting rights of any kind or nature.

<u>Type of Shares</u>	<u>Par Value</u>	<u>Authorized Issue</u>
Class A Voting Common	\$1.00 per share	1,000
Class B Non-voting Common	\$1.00 per share	1,000

ARTICLE IV. PRINCIPAL OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the principal business office of the Corporation shall be: **1301 42nd Street N.W.,**

Winter Haven, FL 33881, and the name of the initial Registered Agent of the Corporation at that address shall be: Floyd D. Walters.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

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 or she already holds, shall have the right to purchase his or her pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. DIRECTORS

This Corporation shall have two (2) directors initially. The names and addresses of the initial members of the Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Floyd D. Walters	1301 42nd Street, N.W., Winter Haven, FL 33881
Terri M. Walters	1301 42nd Street, N.W., Winter Haven, FL 33881

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

OFFICE	OFFICER	ADDRESS
President	Floyd D. Walters	1301 42nd St. N.W., Winter Haven, FL 33881
Vice-President, Secretary, Treasurer	Terri M. Walters	1301 42nd St. N.W., Winter Haven, FL 33881

ARTICLE X. SUBSCRIBERS

The name and addresses of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>	<u>CONSIDERATION</u>
Floyd D. Walters and Terri M. Walters as tenants by the entirety	1301 42nd St. N.W., Winter Haven, FL 33881	100 Shares (Class A)	\$500.00

ARTICLE XI. BY-LAWS

The initial directors shall submit the proposed by-laws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of by-laws by unanimous vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such by-laws.

ARTICLE XII. TAX STATUS OF CORPORATION

It is the intent of the undersigned subscriber that the Corporation shall be treated as a "S" corporation for federal tax purposes.

ARTICLE XIII. NON-REGISTRATION AS SECURITY

The shares of common stock to be issued to subscriber(s) are not registered under state or federal securities laws. The subscriber(s) represent that it is the intent of the corporation that the shares of common stock issued comply with the applicable private placement exemptions from registration under federal and state law. All stock certificates issued shall bear the legend:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION PROVIDED IN THAT ACT AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN

REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT ACT.

The corporation shall only issue shares to individuals that comply with the private placement rules, i.e. Federal Securities Act §4(2) and §517.061, Fla. Stat., and agree:

1. That no offer or sale of stock shall be made to a nonresident of the State of Florida;
2. That no offer or sale of stock shall be made to more than 35 purchasers for a period in excess of 12 months;
3. That no general solicitations or advertisements of an offer or sale of stock shall occur in Florida or any other state;
4. That before any sale of stock, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the corporation;
5. That no person shall be paid a commission for the sale of stock or otherwise receive compensation for the sale of stock; and
6. That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day right of rescission in accordance with §517.061(11)(a)(5).

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.

ARTICLE XV. INFORMAL SHAREHOLDERS ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Sec. 607.0704, Fla. Stat., and the By-Laws.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 18 day of March, 1996.

 (SEAL)
FLOYD D. WALTERS, Incorporator

Terri M. Walters
TERRI M. WALTERS, Incorporator

ACCEPTANCE OF REGISTERED AGENT

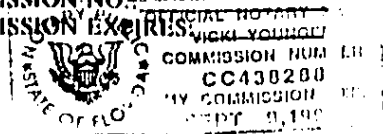
I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Floyd D. Walters
FLOYD D. WALTERS, Registered Agent

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was subscribed to before me on this 18 day of March, 1996, by Floyd D. Walters, who is personally known to me and who did not take an oath.

Vicki Younger
NOTARY PUBLIC IN AND FOR STATE
OF FLORIDA
COMMISSION NO. _____
COMMISSION EXPIRES _____



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96 MAR 25 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA