

P96000028418

MARK A. BEDNAR, P.A.

Attorney at Law

11 EAST ZARAGOZA STREET
PENSACOLA, FLORIDA 32501

AREA CODE 904 • TELEPHONE 434-1023
TELECOPIER 434-7844

MAILING ADDRESS: P.O. DRAWER 13146 • PENSACOLA, FLORIDA 32591

March 22, 1996

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Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Incorporation of:
PREMIERE AUTO SALES, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation concerning the above, for filing with your office. A check in the amount of \$122.50 is enclosed to cover the cost of filing.

I would appreciate your faxing a copy to 904-434-7844 and returning the certified copy to my office at your earliest convenience. If you should have any questions, please advise.

Sincerely,


Mark A. Bednar

MAB/lag
enclosures

Please return to:

Mark A. Bednar, Esquire
11 East Zaragoza Street
Post Office Drawer 13146
Pensacola, Florida 32591

TALLAHASSEE, FLORIDA
05 MAR 25 AM 10:18
FILED

APR - 2 1996

ARTICLES OF INCORPORATION
OF
PREMIERE AUTO SALES, INC.

FILED
90 MAR 25 AM 10:18
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: PREMIERE AUTO
SALES, INC.

ARTICLE II - DURATION

The corporation shall exist perpetually commencing
on the date of filing.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of
transaction any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares
of \$1.00 par value common stock.

ARTICLE V - PRE-EMPTIVE 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 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 3945 South Fordon Boulevard, Crestview, Florida 32536, and the name of the registered agent of this corporation is MARK A. BEDNAR, 11 East Zaragoza Street, Pensacola, Florida 32501.

ARTICLE VII - 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. The name and address of the initial director of this corporation is:

Mark A. Bednar 11 East Zaragoza Street
Pensacola, Florida 32501

ARTICLE VIII - INCORPORATORS

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

Mark A. Bednar 11 East Zaragoza Street
Pensacola, Florida 32501

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

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ARTICLE X - SHARES OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Mark A. Bodnar	11 East Zaragoza Street Pensacola, Florida 32501
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ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.


ARTICLE XIII - RESTRICTION OF TRANSFERABILITY OF STOCK

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares of stock held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

ARTICLE XIV - TAX ARTICLE

It is the intention of this charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 22nd day of March, 1996.




MARK A. BEDNAR

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 22nd day of March, 1996 by MARK A. BEDNAR, who is personally known to me or ~~who has produced~~ _____ ~~as identification and who did (did not)~~ take an oath.

LETA A. GWALTNEY
Notary Public, State of Florida
My comm. expires Dec. 27, 1993
Comm. No. CC 429694




NOTARY PUBLIC

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Premiere Auto Sales, Inc.
2. The name and address of the registered agent and office is Mark A. Bednar, 11 East Zaragoza Street, Pensacola, Florida 32501



Mark A. Bednar, President
11 East Zaragoza Street
Pensacola, Florida 32501

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.



MARK A. BEDNAR

MARCH 22, 1996

TALLAHASSEE, FLORIDA

03 MAR 25 AM 10:18

F I L E D

P96000028418

MARK A. BEDNAR, P.A.
Attorney at Law
Post Office Drawer 13148
Pensacola, Florida 32501

City/State/Zip Phone #

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*****35.00 *****35.00

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment NC
<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
97 FEB 10 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Examiner's Initials

**ARTICLES OF AMENDMENT
TO
EXCALIBUR FINANCIAL SERVICES, INC.
OF
PREMIERE AUTO SALES, INC.**

FILED
97 FEB 10 AM 10:43
TALLAHASSEE, FLORIDA

The undersigned being the President and Secretary of PREMIERE AUTO SALES, INC., a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Shareholders at a meeting duly held by them on the 1st day of November, 1996.

AMENDMENT

Change the name of the corporation from PREMIERE AUTO SALES, INC. to EXCALIBUR FINANCIAL SERVICES, INC..

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.


IN WITNESS WHEREOF, I shall set my hand and seal this 1st day of November, 1996.

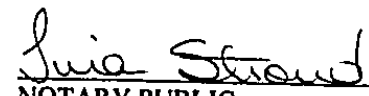

MARK A. BEDNAR

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

BEFORE ME personally appeared MARK A. BEDNAR who is personally known to me to be the persons described in and who executed the foregoing ARTICLES OF AMENDMENT as President and Secretary of PREMIERE AUTO SALES, INC., and severally acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of November, 1996, in the aforesaid County and State.

 TINA STROUD
My Commission CC000298
Expires Apr. 24, 2000


NOTARY PUBLIC