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BOBBY LEX KIRBY

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April 9, 1996

Hon. Sandra B. Mortham
Secretary of State
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-04/10/96--01035--002
****172.50 ****122.50

Re: Articles of Incorporation: Stacey K. Gay, Inc.

Dear Ms. Mortham

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation along with a check in the amount of \$122.50.

Please file the original Articles and send me a certified copy.

Thank you for your attention to this matter.

Very truly yours,

Bobby Lex Kirby
Bobby Lex Kirby

*Will
Wait*

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 10 AM 11:32
APR 10 AM 11:32

*SAB
4/10/96*

**ARTICLES OF INCORPORATION
OF**

STACEY K. GAY, INC.

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STATE
FLORIDA
96 APR 10 AM 11:32

We, the undersigned, hereby associate for the purpose of forming a Corporation under Chapter 607, Florida Statutes, 1995, and adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be STACEY K. GAY, INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation is to engage in the business of wholesale and retail sales of Automobiles and any other lawful business in the State of Florida; except that it is not to engage in or conduct a banking, safe deposit, trust, insurance, security, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of share of stock that this Corporation shall be authorized to have outstanding at any time shall be One Thousand (1,000.00) shares of common stock; each share of One and NO/100 (\$1.00) Dollar Par Value, fully paid and non-assessable. Subscription to stock shall be paid in such matter, and at such time, as the Board of Directors of this Corporation may, by resolution, require.

ARTICLE IV

The amount of capital with which this Corporation shall begin will be One Thousand & 00/100 (\$1,000.00) Dollars.

ARTICLE V

This Corporation shall have a perpetual existence.

ARTICLE VI

The principal office of the Corporation shall be located at:

2120 NE Santa Fe Blvd.
High Springs, Fl. 32655

ARTICLE VII

This Corporation shall have one (3) Directors initially. The number of Directors may be increased or diminished, from time to time by the Bylaws adopted by the Stockholders. The first Board of Directors, subject to the Bylaws of the Corporation and said Florida General Corporation Act, shall hold office until their successors are elected and qualified in accordance with the Bylaws of the Corporation. The names and addresses of the first Board of Directors is as follows:

Stacey K. Gay
2120 NE Santa Fe Blvd.
High Springs, Fl. 32655

Mary F. Gay
2120 NE Santa Fe Blvd.
High Springs, Fl. 32655

Baxter Forrester
2120 NE Santa Fe Blvd.
High Springs, Fl. 32655

ARTICLE VIII

The name and post office address of the Incorporator of these Articles of Incorporation are as follows:

STACEY K. GAY
2120 NE Santa Fe Blvd.
High Springs, Fl. 32655

ARTICLE IX

The Resident Agent for this Corporation shall be STACEY K. GAY, whose post office address is 2120 NE Santa Fe Blvd., High Springs, Fl. 32655.

ARTICLE X

The 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 intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE XI

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE XII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the shareholders if the shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

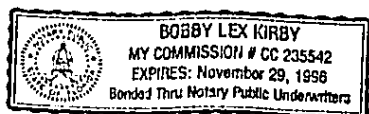
IN WITNESS WHEREOF, I the Incorporator to these Articles of incorporation, have hereunto subscribed my name this 9th day of April, 1996.

[Signature]
Jesse C. Snyder

[Signature]
Stacey K. Gay

STATE OF Florida
COUNTY OF Duval

THE FOREGOING was acknowledged before me this 9th day of April, 1996, by STACEY K. GAY, who is personally known to me or has produced properly identified as identification, and who did-(did not) take an oath.



[Signature]
Notary Public

ACCEPTANCE

95 APR 10 AM 11:32

HAVING BEEN NAMED AS RESIDENT AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATE 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.


Stacey K. Gay

Date: 04-09-96