

P96000031969

*Wholesale Auto Cream Puffs, Inc.
1102 North Parsons Avenue
Brandon, Florida 33510*

March 29, 1996

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-04/08/96--01051--010
***122.50 ***122.50

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR - 8 AM 11: 50

RE: Wholesale Auto Cream Puffs, Inc.

Gentlemen:

Enclosed is a Certificate of Incorporation for the above named corporation, together with a check in the amount of \$122.50 to cover the cost.

Please file the Certificate of Incorporation and return a certified copy to the undersigned at the above referenced address.

Sincerely,

David Haney, President

David Haney, President

Enclosures

g 4/12/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -R AM 11:50

**ARTICLES OF INCORPORATION
OF
WHOLESALE AUTO CREAM PUFFS, INC.**

I, the undersigned subscriber, a natural person, competent to contract, hereby form a corporation for profit under the provisions of Chapter 607, Florida Statutes, and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation.

I. NAME

The name of the corporation shall be:

Wholesale Auto Cream Puffs, Inc.

II. TERM OF EXISTENCE

The corporation shall have perpetual existence, unless sooner dissolved pursuant to the provisions of Florida Statutes, Chapter 607.

III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is retail sales of pre-owned motor vehicles. The corporation may 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 dealing in real, personal, or mixed property of any kind or description; dealing in stocks, bonds, mortgages, securities, notes and commercial papers of any kind; to purchase, hold, sell and transfer shares of its own capital stock, provided that the corporation shall not purchase its own shares of capital stock except from a surplus of its assets over its liabilities including capital.

IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: Five Hundred (500) shares of common stock having par value of ONE (\$1.00) DOLLAR per share.

V. ADDRESS

The initial address of this corporation as its principal office in the state of Florida is:

1102 North Parsons Avenue, Brandon, Florida 33510

VI. DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than seven (7).

VII. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
David Haney	1102 North Parsons Ave., Brandon, FL 33510

All of said directors are of full age and are citizens of the United States of America.

VIII. SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is:

David Haney, 1102 North Parsons Avenue, Brandon, Florida 33510

IX. SALE OF STOCK

The stockholders may by law provisions or by stockholders agreement recorded in the minute book, impose such restrictions upon sale, transfer, or encumbrance of the stock of this corporation as they see fit.

X. COMPENSATION

The directors, who are also officer of the corporation, are authorized to fix compensation for their services to be rendered as such officers.

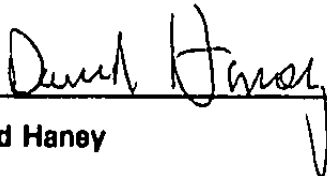
XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

XII. DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48-091 Florida Statutes, David Haney whose address is at 1102 N. Parsons, Brandon, Florida 33510 is named as resident agent of this corporation to accept service within this State.

IN WITNESS WHEREOF, the undersigned subscriber does hereby set his hand and seal this 4 day of April, 1996.



David Haney

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48-091, Florida Statutes, the following is
submitted, in compliance with said Act;

First - Wholesale Auto Cream Puffs, Inc. desiring to organize under
the laws of the State of Florida with its principal office as indicated in the
Articles of Incorporation at the city of Brandon, County of Hillsborough,
State of Florida has named David Haney located at 1102 North Parsons
Avenue, Brandon, FL 33510, its agent to accept service of process within
the state.

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DIVISION OF CORPORATIONS

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ACKNOWLEDGMENT:

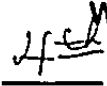
Having been named to accept service process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.




David Haney

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, personally appeared David Haney, to me well known to be the individual, or who showed me _____ as a form of identification and acknowledged before me that he executed the same for the purposes therein expressed.

 Witness my hand and official seal in the county and state named above this _____ day of April, 1996.



Notary Public, State of Florida at Large.

My commission expires:



ANN T BURTON
My Commission CC276240
Expires Apr. 13, 1997
Bonded by ANG
800-852-5878