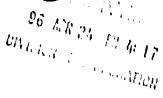


96 APR 24 191 2 39

TALL ALGERT CONTRACT



ACCOUNT NO. R 078100000000

AUTHORIZATION Patricia Typis

COST LUMBER # 4 70.00

ORDER DATE # April 24, 1996

ORDER TIME : 2:42 PM

ORDER NO. # 930362

CUSTOMER NO:

102770

500001793745

CUSTOMER: Randall J. Marshall, Esq

MARSHALL & WRIGHT, PA

301 North Volusia Avenue

Orange City, FL 32763

DOMESTIC FILING

NAME:

CHARLIE AUTO SALE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

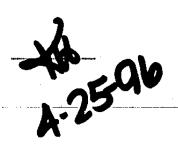
CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:



FILED

96 APR 24 TH 2039

SLORGING APR CARRIES ALLARIAN APR CARRIES APR CARRIE

ARTICLES OF INCORPORATION

NO

CHARLIE AUTO SALE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: CHARLIE AUTO SALE, INC.

The address of the principal office of this corporation shall be 1819 Odham Drive, Deltona, Florida 32738, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Carlos Matias, Sr. Dir.

1819 Odham Drive Deltona, Florida 32738

Carlos Matias, Jr. Dir.

1528 Floyd Circle Deltona, Florida 32725

Lucia Matias

1819 Odham Drive Deltona, Florida 32738

Dir.

ARTICLE VII. OFFICERS

The name 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:

Carlos Matias, Sr. Pros. 1819 Odham Drivo Deltona, Florida 32738

Carlos Matias, Jr. V.Pres.

1528 Floyd Circle Deltona, Florida 32725

Lucia Matias Sec./Treas.

1819 Odham Drive Deltona, Florida 32738

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on April 24, 1996.

CORPORATION SERVICE COMPANY

Its Agent/Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

ACG/dwl

MARSHALL & WRIGHT, P.A.

Attorneys-At-Law

301 N. Volusia Avenue . Orange City, Florida 32763

Randall J. Marshall Cary S. Wright

Paril P600003609

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32301

Re: Charlie Auto Sale, Inc.

Dear Sirs:

In connection with the above referenced corporation, please find enclosed a Statement of Change of Registered Agent for filing and the the filing fee of \$35.00.

Very truly yours,

elles

Randall J. Marshall

RJM/sd enc. 300002316183--6 -10/09/97--01074--020 *****35.00 *****35.00

RA.Cho-gr 10-13-97 OIVISION OF CORFORATION

97 OCT -9 ANN: 17

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR NOTH FOR CORPORATIONS

Pursuant to the provisions of section 607.0502 or 607.1508, Flore Statutes, the undersigned corporation organized under the laws of State of Florida, submits the following statement in order to change registered office or registered agent, or both, in the State of Flori	tho
1. The name of the corporation is: CHARLIE AUTO SALE, INC.	 1.
la. Date of incorporation April 24, 1996 Document number P96000036	097
2. The name and address of the current registered agent and office	11
Corporation Service Company	DV.
1201 Hays St., Tallahassoc, FL 32301	SIOR SIOR
3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)	FILED TIARY OF SI OF, CORPOR
The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identically such change was authorized by resolution duly adopted by its board directors or by an officer so authorized by the board.	al.
SIGNATURE /0///77 (name and title)	
(name and title)	_
DATE One Car	
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT A AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROPER AND COMPLE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT TO OBLIGATION OF MY POSITION AS REGISTERED AGENT. SIGNATURE (Registered Agent)	IS MD HE TE
DATE	