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P.O. Box 75038  
Tampa, Florida 33675-0638

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M. LONGORIA ROBINSON

Phone  
(813) 248-6400  
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(813) 248-4020

April 30, 1996

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: PAPPY'S MOTORS OF FLORIDA, INC.

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation for Pappy's Motors of Florida, Inc., together with our client's check in the amount of \$125.00, to cover the filing fee. After the Articles have been filed, please return the certified copy to Catherine M. Schinler, 8950 94th Avenue, Seminole, Florida 34647.

Thank you for your assistance.

700001804117  
-05/02/96--01011--006  
\*\*\*\*125.00 \*\*\*\*125.00

Sincerely,

*Barbara D. Jarnagin*  
Barbara D. Jarnagin  
Secretary

/bdj

Enclosure

MAY 7 1996

BSB

FILED  
96 MAY -1 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PAPPY'S MOTORS OF FLORIDA, INC.

FILED  
96 MAY -1 AM 10:55  
TALLAHASSEE STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be PAPPY'S MOTORS OF FLORIDA, INC., and its principal office shall be 9470 Ulmerton Road, #2B, Largo, Florida 34641.

ARTICLE II

This corporation shall have perpetual existence, which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. The corporation shall also have all other powers provided in the statutes of the State of Florida.

ARTICLE IV

The corporation is authorized to issue 500 shares of common stock of a par value of \$1.00 per share.

ARTICLE V

The initial registered agent for this corporation is Robert F. McKee, Esquire, and the initial registered office is located at 1718 E. 7th Avenue, Suite 301, Tampa, Florida 33605.

#### ARTICLE VI

The amount of capital with which this corporation shall begin business shall be not less than \$500.

#### ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be four (4). The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than two (2).

#### ARTICLE VIII

The names and street addresses of each member of the initial Board of Directors is:

George E. Schlangen  
1028 Beverly  
Wheeling, IL 60090

E. R. Schlangen  
19823 Gulf Boulevard, #6  
Indian Shores, FL 34643

Mike Gibellino  
9470 Ulmerton Road, #2A  
Largo, FL 34641

Catherine M. Schinler  
8950 94th Avenue  
Seminole, FL 34647

They shall hold this office until the first annual meeting of stockholders.

#### ARTICLE IX

The name and street addresses of each of the initial officers of the corporation are as follows:

George E. Schlangen/President  
1028 Beverly  
Wheeling, IL 60090

E. R. Schlangen/Vice President  
19823 Gulf Boulevard, #6  
Indian Shores, FL 34643

Mike Gibellino/Vice President  
9470 Ulmerton Road, #2A  
Largo, FL 34641

Catherine M. Schinler/Secretary-Treasurer  
8950 94th Avenue  
Seminole, FL 34647

#### ARTICLE X

Subject to the provisions of the Florida Statutes, stockholders' meetings may be held at any place designated by the Directors.

#### ARTICLE XI

The following additional provisions are inserted for the conduct of the affairs of the corporation:

(a) The corporation may incur any indebtedness in any amount that is in the best interest of the corporation.

(b) The Board of Directors of the corporation is hereby authorized and empowered, from time to time, at its discretion, to:

(i) make and amend By-Laws of the corporation;


(ii) establish such reserves as the Board may deem necessary and in the best interests of the corporation and to set such funds aside for the purpose of the reserve.

The undersigned, constituting all of the original subscribers for the shares of stock of this corporation, and for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, do hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated therein are true and each does agree to take the shares of stock hereinabove authorized in the following amounts:

George E. Schlangen                      250

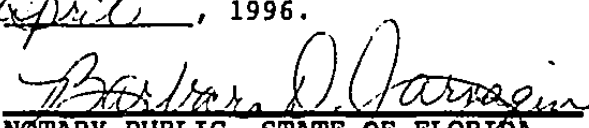
E. R. Schlangen                         250

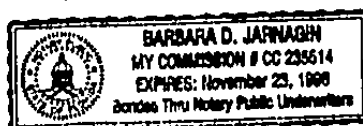
The undersigned original subscribers have executed these Articles of Incorporation for the purposes herein expressed.

  
\_\_\_\_\_  
George E. Schlangen  
1028 Beverly  
Wheeling, IL 60090

STATE OF FLORIDA     )  
COUNTY OF            )

SWORN TO AND SUBSCRIBED before me by  
George E. Schlangen, to me personally known,  
or who has shown \_\_\_\_\_  
as identification, on this 30th day of  
April, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires: \_\_\_\_\_



E. R. Schlangen

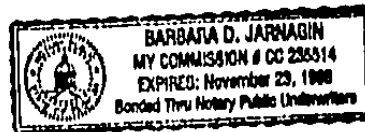
E. R. Schlangen  
19823 Gulf Boulevard, #6  
Indian Shores, FL 34643

STATE OF FLORIDA     )  
COUNTY OF            )

SWORN TO AND SUBSCRIBED before me by  
E. R. Schlangen, to me personally known,  
or who has shown \_\_\_\_\_  
as identification, on this 30<sup>th</sup> day of  
April, 1996.

Barbara D. Jarnagin  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: \_\_\_\_\_



Mike Gibellino

Mike Gibellino  
9470 Ulmerton Road, #2A  
Largo, FL 34641

STATE OF FLORIDA     )  
COUNTY OF            )

SWORN TO AND SUBSCRIBED before me by  
Mike Gibellino, to me personally known,  
or who has shown Driver's License  
as identification, on this 4 day of  
30, 1996.

Michael D. Mays  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: \_\_\_\_\_



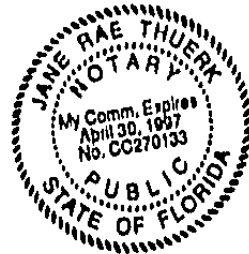
MICHAEL D MAYS  
My Commission CC820918  
Expires Dec. 23, 1999

Catherine M. Schinler

Catherine M. Schinler  
8950 94th Avenue  
Seminole, FL 34647

STATE OF FLORIDA     )  
COUNTY OF Pinellas    )

SWORN TO AND SUBSCRIBED before me by  
Catherine M. Schinler, to me personally  
known or who has shown \_\_\_\_\_  
as identification, on this 20<sup>th</sup> day of  
April, 1996.



Jane Rae Thuerk  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires: 4/30/97

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for Pappy's Motors of Florida, Inc., at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.



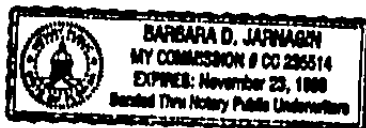
Robert F. McKee  
Kelly & McKee, P.A.  
1718 E. 7th Ave., Suite 301  
P.O. Box 75638  
Tampa, FL 33675-0638  
(813) 248-6400

STATE OF FLORIDA                    )  
COUNTY OF HILLSBOROUGH        )

SWORN TO AND SUBSCRIBED before me by  
Robert F. McKee, to me personally  
known, on this 30th day of April,  
1996.



NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:



FILED  
95 MAY -1 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA