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PRIESTER, BELL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 953230 81301A

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : May 14, 1996

ORDER TIME : 1:56 PM

ORDER NO. : 953230

CUSTOMER NO: 81301A

CUSTOMER: Clifford R. Rhoades, Esq
CLIFFORD R. RHOADES, ESQ

227 N. Ridgewood Drive

Sebring, FL 33870

900001822719

DOMESTIC FILING

NAME: DEBRA KEESEE GRAVES AUTOMOTIVE
CONSULTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

RECEIVED
96 MAY 15 AM 10:13
DIVISION OF CORPORATION

5/16/96

P960000041807

FILED
MAY 15 AM 9:45
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
DEBRA KEESEE GRAVES AUTOMOTIVE CONSULTING, INC.**

FILED
26 MAY 15 AM 8:45
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE I-Name

The name of this corporation is Debra Keesee Graves Automotive Consulting, Inc.

ARTICLE II- Principal Office

The address of the principal office is 18 North Oak Street, Lake Placid, Florida 33852.

ARTICLE III-Duration

This corporation shall have perpetual existence.

ARTICLE IV-Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V-Capital Stock

This corporation is authorized to issue 8000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE VI-Preemptive 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 right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII-Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 227 N. Ridgewood Drive, Sebring, Florida, 33870 and the name of the initial registered agent of this corporation at that address is Clifford R. Rhoades.

ARTICLE VIII-Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial Directors of this corporation are:

Debra Keesee Graves
Post Office Box 1609
Lake Placid, Florida 33862

John R. Graves
Post Office Box 1609
Lake Placid, Florida 33862

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.

ARTICLE X-Shareholders Meeting Required

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XI-Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII-Incorporator

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

Clifford R. Rhoades
227 North Ridgewood Drive
Sebring, Florida 33870

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 8th day of May, 1998.


Print Name CLIFFORD R. RHOADES

STATE OF FLORIDA

COUNTY OF HIGHLANDS

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Clifford R. Rhoades who is personally known to me or who has produced n/a as identification, who did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state
and county aforesaid, this 8th day of May, 1996.

My Commission Expires:



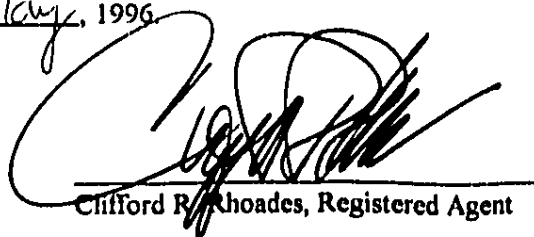
TERESSA N. DUFFEY
Notary Public for the State of Florida
My comm. expires May 4, 1999
Comm. No. CO 469542

TERESSA N. DUFFEY

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Debra Keesee Graves
Automotive Consulting, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 8th day of May, 1996.


Clifford R. Rhodes, Registered Agent