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AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (XIM 38308)
TALLAHASSEE, FLORIDA 32301
(904) 224-9118 FAX (904) 222-7560

Direct Dial: 904/425-5300
Direct Fax: 904/222-7139

June 7, 1996

Tallahassee

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

000001856090
-06/07/96--01071--019
****122.50 ****122.50

Re: Faircloth Auto Sales, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation and Certificate Designating Registered Agent for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the filing fee and certified copy charge. I would appreciate your calling my office when the certified copy is ready, and I will arrange for someone to pick it up.

If you have any questions or if any additional information is needed, please call me or my secretary at 425-5306.

Yours truly,

Julian Proctor

M. Julian Proctor, Jr.

MJP, Jr./dmw
Enclosure
MJP\LTR\sec-fair.ltr

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65 JUN -7 PM 2:38
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
FAIRCLOTH AUTO SALES, INC.**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be Faircloth Auto Sales, Inc. The principal place of business and mailing address of this Corporation shall be 1455 Crestview Avenue, Tallahassee, Florida 32303.

**ARTICLE II.
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the

form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

Curtis A. Faircloth
1455 Crestview Avenue
Tallahassee, Florida 32303

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 S. Calhoun St. Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be M. Julian Proctor, Jr. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.
Number of Directors**

This Corporation shall have no more than three (3) directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders.

**ARTICLE IX.
Initial Board of Directors**

The initial Board of Directors shall consist of one (1) person. The name and street address of the member of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the shareholders, and thereafter until any successors are elected are as follows:

<u>Name</u>	<u>Address</u>
Curtis A. Faircloth	1455 Crestview Avenue Tallahassee, Florida 32303

**ARTICLE X.
Officers**

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

<u>Name/Office</u>	<u>Address</u>
Curtis A. Faircloth President	1455 Crestview Avenue Tallahassee, Florida 32303
Curtis A. Faircloth Secretary/Treasurer	1455 Crestview Avenue Tallahassee, Florida 32303

**ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors

or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE XII.
Indemnification of Directors
and Officers**

(a) The Corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of the Corporation or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act

in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a director, officer, employee, or agent of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under Paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such

determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (2) if such quorum is not obtainable by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding; or (3) if such quorum is not obtainable by either the Board of Directors or shareholders, by independent legal counsel in a written opinion. In the event such determination is made by independent legal counsel, the written opinion of counsel shall be submitted to the Board of Directors and be incorporated into the minutes prior to the indemnification.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Subparagraph (a) (1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Subparagraph (a) (1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any

additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Paragraph.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.


ARTICLE XIII. Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIV. Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

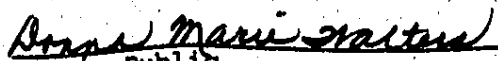
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 7 day of June, 1996.


Curtis A. Faircloth

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Curtis A. Faircloth, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 7th day of June, 1996.


Notary Public
State of Florida at Large
My Commission Expires:

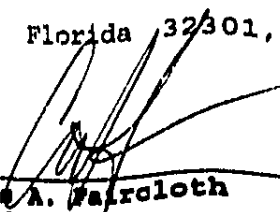


DONNA MARIE WALTERS
My Commission CC488374
Expires Sep. 27, 1998

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE
OF
FAIRCLOTH AUTO SALES, INC.**


In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Faircloth Auto Sales, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 1455 Crestview Avenue, Tallahassee, Florida 32303 as its initial Registered Office and has named M. Julian Proctor, Jr., located at 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial Registered Agent.


Curtis A. Faircloth
President

Date: 6-7-96

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of the position as registered agent.


M. Julian Proctor, Jr.
Registered Agent

Date: June 7, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA