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RAMONA L. BLANKINSHIP
Attorney at Law



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July 16, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/18/96--01081--011
***122.50 ***122.50

Re: Gunnar's Auto Sales, Inc.

EFFECTIVE DATE

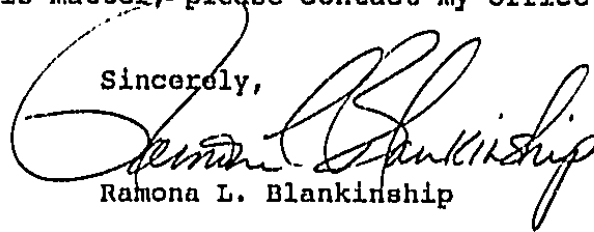
7.16.96

To Whom It May Concern:

Enclosed please find both the original and a copy of the Articles of Incorporation for the referenced corporation and an accompanying check in the amount of \$122.50.

Should you have any questions, or if anything further is necessary to complete this matter, please contact my office.

Sincerely,


Ramona L. Blankinship

RLB:cd

Enclosures

FILED
95 JUL 18 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-19-96
RR

ARTICLES OF INCORPORATION
OF
GUNNER'S AUTO SALES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7-16-94

ARTICLE I - NAME

The name of this corporation is GUNNER'S AUTO SALES, INC.
The principal office shall be 1145 Rose Street, East, Lakeland,
Florida 33801.

ARTICLE II - TERM OF EXISTENCE

The existence of this corporation is to begin at the time of
subscription and acknowledgment of these Articles of
Incorporation and to continue perpetually thereafter.

ARTICLE III - PERMITTED BUSINESSES AND ACTIVITIES

This corporation is organized for the purpose of transacting
any and all lawful business. Without limiting the generality of
the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy,
hold, mortgage, sell, convey, lease or otherwise dispose of real
and personal property, and buy, hold, mortgage, sell, convey or
otherwise dispose of franchises in this state and in any of the
several states, territories, possessions and dependencies of the
United States, the District of Columbia, and in foreign
countries.

(b) Purchase the corporate assets of any other corporation

and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell, and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provision of subsection (I) hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with other, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or

restrict in any manner the powers of the corporation.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is 1145 Rose Street, East, Lakeland, Florida 33801, and the name and street address of the initial registered agent is David M. Gunner, 1145 Rose Street, East, Lakeland, Florida 33801. The Board of Directors may from time to time move the registered office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE V - DIRECTORS

This corporation shall have 3 directors initially. The number of directors may be increased or decreased from time to time in accordance with the by-laws.

ARTICLE VI - ORIGINAL DIRECTORS

The names and addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT: DAVID M. GUNNER	303 Summerfield Drive Winter Haven, FL 33880
VICE-PRESIDENT: KARIN M. GUNNER	303 Summerfield Drive Winter Haven, FL 33880

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TREASURER: DAVID M. GUNNER

303 Summerfield Drive
Winter Haven, FL 33880

SECRETARY: ERNA SCHWARZNAU

816 Ariotta Circle W.
Auburndale, FL 33823

ARTICLE VII - DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers, or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to such contract or transaction,

or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is: David M. Gunner, 1145 Rose Street, East, Lakeland, FL 33880.

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights under Section 607.161, Florida Statutes, to constitute a corporation.

ARTICLE IX - CAPITAL STOCK

Number. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000.00) shares of common stock, having a par value of one dollar (\$1.00) per share. The consideration to be

paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

Initial Issue. One hundred (100) shares of the common stock of the corporation shall be issued for cash at a value of one dollar (\$1.00) per share.

Stated capital. The sum of the value of all shares of common stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

It is expressly intended that this stock qualify under Code Sec. 1244 of the Internal Revenue Code.

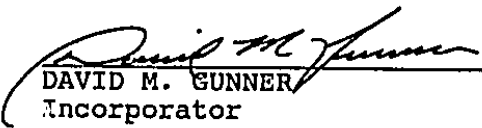
ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior

to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

ARTICLE XI - ACTION OF SHAREHOLDERS WITHOUT MEETING

No action of the shareholders may be taken without a meeting unless a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders of the corporation and filed with the secretary of the corporation as part of the corporate records. It is not necessary that all shareholders sign the same document.


DAVID M. GUNNER
Incorporator

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STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared, DAVID M. GUNNER, who produced a valid Florida drivers license as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 16th day of July, 1996.



CAROL A D'ALTO
My Commission CC549050
Expires Apr. 23, 2000

Carol A. D'Alto
Carol A. D'Alto
NOTARY PUBLIC
My Commission Expires:

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FILED
95 JUL 19 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

GUNNER'S AUTO SALES, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501,
the following is submitted:

The above corporation, desiring to organize under the laws
of the State of Florida with its registered office as indicated
in the Articles of Incorporation

at 1145 ROSE STREET, EAST
LAKELAND, FLORIDA 33801

Has Named DAVID N. GUNNER

located at the aforesaid address, as its Registered Agent to
accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of
process for the above stated corporation at the place designated
in this certificate, and being familiar with the obligations of
the position, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said
office


(registered agent)