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July 30, 1996

Florida Department of State
Sandra B. Mortham
Secretary to State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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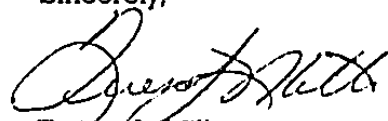
RE: Articles of Incorporation
Hill's Auto World, Inc.

Dear Madam:

Enclosed please find the Articles of Incorporation for Hill's Auto World, Inc.. These articles require filing with the Division of Corporations. Also enclosed is an attorney's account check in the amount of \$122.50 for filing fees and services. If we can be of any assistance, do not hesitate to contact our office.

Thank you in advance for your attention to this matter.

Sincerely,



Teresa L. Mills
Office of Val R. Patarini, Esq.

VRP/tlm
Enclosed
Articles
Check

FILED
56 AUG -2 4:18:10
SECRET/ADJ. STATE
TALLAHASSEE, FLORIDA

8596
118

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95 AUG -2 AM 8:10
1995
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HILL'S AUTO WORLD INC.**

The undersigned, acting as Incorporator's to these Articles of Incorporation, of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE 1

NAME

The name of the Corporation is HILL'S AUTO WORLD, INC.

ARTICLE 11

To own and operate an automobile sales business and to buy and sell motor vehicles in both the wholesale and retail markets. To also sell and distribute automobile parts and accessories and to maintain a service and repair department for automobiles.

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to

have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things herein above set forth to the same extent and as full as natural persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as statement of both purposes and powers, shall be liberally construed in aid of powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision of any other clause, and shall be regarded no only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not limitation of said general powers.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having a par value of \$2.00. Said authorized shares shall be voting shares.

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$2,000.00.

ARTICLE V

TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV

ADDRESS

The initial street address of the principal of this corporation is to be at 508 South Oak Avenue, Bowling Green, Florida 33834. The Board of Directors from time to time designate such other address and place for the principal office of this corporation as it may seem fit.

ARTICLE VII

REGISTERED AGENT

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That HILL'S AUTO WORLD, INC., desiring to organize under the laws of the State of Florida, with its principal office in the City of Bowling Green, County of Hardee, has named JAMES DAVID HILL, located at 508 South Oak Avenue, Bowling Green, Florida 33834, as its agent to accept service of process within the State; That the Registered Agent's home address is 16 Grady Revell Road, Wauchula, Florida 33873.

ARTICLE VIII

DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the by-laws but shall never be less than one (1).

ARTICLE IX

INITIAL DIRECTORS

The name and street address of the Initial Director's, who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>PHYSICAL AND MAILING ADDRESS</u>
JAMES DAVID HILL	16 Grady Revell Road, Wauchula, Florida 33873
DANIEL LEE HILL	16 Grady Revell Road, Wauchula, Florida 33873.

The Officers of the Corporation, who shall hold office until successors are elected by the Board of Directors, shall be:

<u>NAME</u>	<u>PHYSICAL AND MAILING ADDRESS</u>	<u>TITLE</u>
JAMES DAVID HILL	16 Grady Revell Road, Wauchula, Florida 33873	President/Treasurer
DANIEL LEE HILL	16 Grady Revell Road, Wauchula, Florida 33873	Vice President / Secretary

ARTICLE X

SUBSCRIBERS

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
JAMES DAVID HILL	900	\$1,800.00
DANIEL LEE HILL	100	200.00

ARTICLE XI

EFFECTIVE DATE

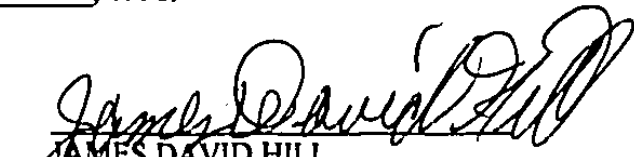
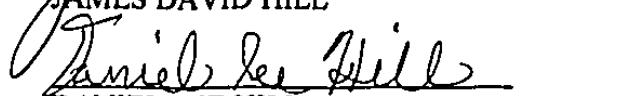
These Articles of Incorporation shall be effective on the granting of the Corporation by the State of Florida.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholder's meeting by a majority (51%) of the intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF , We have hereunto set our hands and seals, acknowledged, and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of July, 1996.


JAMES DAVID HILL

DANIEL LEE HILL

STATE OF FLORIDA:
COUNTY OF HARDEE:

The foregoing instrument was acknowledged before me this the 29th day of July, 1995 by James David Hill and Daniel Lee Hill.



Val R. Patarini
MY COMMISSION # CC568150 EXPIRES
July 28, 2000
BONDED THROUGH TROY FARM INSURANCE, INC.

Val R. Patarini
VAL R. PATARINI
Notary Public/State of Florida

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-styled corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

James David Hill
JAMES DAVID HILL

FILED
96 AUG -2 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA