

P96000095311

DEPARTMENT OF STATE OF FLORIDA
DIVISION OF CORPORATIONS
409 E GAINES STREET
TALLAHASSEE, FLORIDA 32399

700002014697--6
-11/26/96--01118--013
****122.50 ****122.50

THIS CORPORATION WHICH GOES BY THE NAME OF A OK
AUTO SALES OF PENSACOLA, INC SHALL BE IN THE BUSINESS
OF SELLING CARS, TRUCKS, ETS.

FILED
96 NOV 21 PM 2:34
TALLAHASSEE, FLORIDA

6300 N. Palafox
Pensacola, FL 32503

~~W96-24457~~

Dmc
11-18-96

SINCERLY,

Jerrell L. Gorum
JERRELL L. GORUM

NOVEMBER 20, 1996

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL. 32314

DEAR MS. MCDUFFY;

ENCLOSED YOU WILL FIND TWO SETS OF ARTICLES OF INCORPORATION. ON NOV, 19, 1996 BOTH OF THESE CORPORATIONS WERE REJECTED BECAUSE THERE WAS A BALANCE DUE ON EACH FOR \$1.00 . WE HAVE NOT RECEIVED THE PAPERS THAT WERE ORIGINALLY REJECTED BUT SINCE WE WERE TRYING TO GET THESE DONE AS SOON AS POSSIBLE WE PREPARED NEW SETS. YOU CASHED THE ORIGINAL CHECKS FOR \$121.50 ON EACH AND I AM NOW SENDING BALANCE DUE OF \$1.00 ON EACH CORPORATION.

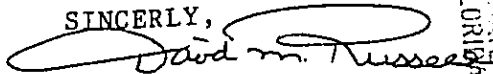
THE LADY I SPOKE WITH THIS MORNING TOLD ME TO GIVE YOU THE REJECTION #'S WITH NAMES.

A-OK AUTO CREDIT, INC REJ.#W96000024456

A-OK AUTO SALES OF PENSACOLA, INC. REJ.# W96000024457

I WOULD APPRECIATE ANY HELP YOU COULD GIVE IN GETTING THESE PROCESSED AS SOON AS POSSIBLE.

SINCERLY,



DAVID M. RUSSELL

RECEIVED
TALLAHASSEE, FLORIDA

96 NOV 21 PM 2:34

FILED

Dmc
11/21/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1996

JERRELL L. GORUM
6300 N. PALAFOX
PENSACOLA, FL 32503

SUBJECT: A OK AUTO SALES OF PENSACOLA, INC
Ref. Number: W96000024457

We have received your document for A OK AUTO SALES OF PENSACOLA, INC and check(s) totaling \$121.50. However, your check(s) and document are being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

There is a balance due of \$1.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 796A00052582

ARTICLES OF INCORPORATION

OF

A-OK AUTOSALES OF PENSACOLA, INC

FILED
95 NOV 21 PM 2:34
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

A-OK AUTO SALES OF PENSACOLA, INC

ARTICLE II

Business, Objects or Purposes

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III

Capital stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 Shares, having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one(1) vote at any Meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or service at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the board of Directors may determine.

(d) In seven years 1% of the stock owned by Jerrell L. Gorum shall transfer to David M. Russell,

(e) no stockholders shall sell their shares of stock until they give first choice to other stockholder.

ARTICLE IV
Capital to Begin Business

The amount of capital with which this corporation will begin business will be A-OK AUTO SALES OF PENSACOLA, INC.

ARTICLE V
Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI
Principle Office

The principle office of this corporation shall be located at 6300 N. PARAFIX ST., PENSACOLA, Florida, 32503 but the corporation shall have the power to relocate its principle office or to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one (1) of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII
First Board of Directors

The names and street addresses of the members of the first Board of Directors of this corporation, who subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an election is held by the stockholders for the election of permanent directors, or until successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
1. JERRELL L. GORUM	3781 Nobiles ST #3 Pensacola
2. DAVID M. RUSSELL	2112 PULLMAN CIRCLE, PENSACOLA

ARTICLE IX

Subscribers

The names and street addresses of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
1. DAVID M. RUSSELL	2112 PULLMAN CIRCLE, PENSACOLA, FL
2. JERRELL L. GORUM	3781 NOBLES ST #3 PENSACOLA FLA.

ARTICLE X

Transactions with Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that (he) or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if (he) were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XI

By-laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided however, that any by-laws or amendments thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two (2) years have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management of conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporations, or contrary to the by-laws of this State or of the United States.

ARTICLE XII

Admendment of Articles of Incorporation

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 statue, and all rights conferred upon the stockholders herein are subject to this reservation.

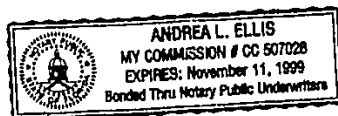
IN WITNESS WHEREOF, I (WE), the undersigned, have excuted these Articles for the uses and purposes therin stated.

Jerrell L. Gorum
David M. Russell

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, on this 20th day of NOVEMBER, 1996 personally appeared JERRELL L. GORUM AND DAVID M. RUSSELL to me well known to be the person(s) described in and signed the foregoing Articles of Incorporation, and acknowledged to me that they excuted the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and seal this 20 day of NOV 1996



Andrea L. Ellis
NOTARY PUBLIC

MY COMMISSION EXPIRES

A-OK AUTO SALES OF PENSACOLA, INC.

FILED

96 NOV 21 PM 2:34

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

_____ Incorporation organized (or organizing) under the laws of the State of Florida with it's principal office at 6300 N. PALAFOX ST. _____, in the city of PENSACOLA county of ESCAMBIA State of Florida, has named JERRELL L. GORUN, located at 3781 Nobles St. Pensacola, FL 32514 City of PENSACOLA, county of ESCAMBIA State of Florida, as it's agent to accept service of process within this state.

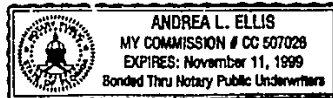
Jerrell L. Gorun
OFFICERS NAME

ACCEPTANCE;

I agree as Resident Agent to accept Service of Process, to keep office open during prescribed hours, to post my name in some conspicuous place in office as required by law.

Jerrell L. Gorun
RESIDENT AGENT

Andrea L. Ellis
NOTARY PUBLIC



11-11-99

MY COMMISSION EXPIRES