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November 14, 1996

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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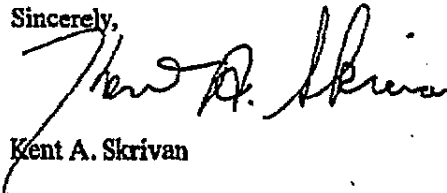
Re: Poor Old Chas, Inc./Charles Anderson, Jr.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. I also enclose a check in the amount of \$122.50 to cover your filing fee. Please return a date and time stamped copy to me for my records in the enclosed pre-addressed stamped envelope.

Thank you for your cooperation in this matter. If you have any questions or comments, please do not hesitate to contact me.

Sincerely,

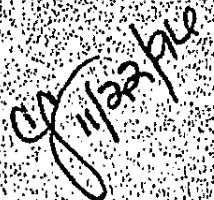

Kent A. Skrivan

KAS/tis

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

POOR OLD CHAS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is Poor Old Chas, Inc.

ARTICLE II

PRINCIPAL OFFICE; MAILING ADDRESS

The address of the principal office of the Corporation is 916 Hidden Terrace Road, Naples, Florida 34104.

The mailing address of the Corporation is Post Office Box 9637, Naples, Florida 34101.

ARTICLE III

PURPOSE

The purpose for which the Corporation is organized is to engage in the business of wholesale and retail automobile sales and for all other lawful purposes allowed a Florida corporation.

ARTICLE IV

DURATION

The Corporation shall have a perpetual existence commencing from the date of filing these Articles of Incorporation.

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ARTICLE V

DIRECTORS

The method by which Directors of the Corporation shall be elected is set forth in the By-Laws. The initial Board of Directors shall consist of one member. The name and address of the initial Director is:

Charles Anderson, Jr.
916 Hidden Terrace Road
Naples, Florida 34104

ARTICLE VI

CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of One Dollar Par value Common Stock.

ARTICLE VII

INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent for the Corporation is Charles Anderson, Jr. The address of the registered agent is 916 Hidden Terrace Road., Naples, Florida 34104.

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator is as follows:

Charles Anderson, Jr.
916 Hidden Terrace Road
Naples, Florida 34104

IN WITNESS WHEREOF, the incorporator, CHARLES ANDERSON, JR., has signed these Articles of Incorporation for the purpose of forming the Corporation under the laws of the State of Florida, this 14th day of November, 1996.



CHARLES ANDERSON, JR.

**STATE OF FLORIDA
COUNTY OF COLLIER**

The foregoing instrument was acknowledged before me this 17 day of November, 1996, by CHARLES ANDERSON, JR., who is personally known to me or who produced a driver's license as identification and who did take an oath.

Kent A. Skerwan
NOTARY PUBLIC
COMMISSION EXPIRATION:



KENT A SKERWAN
My Commission 8892467
Expires Oct. 24, 1997
Bonded by MAI
850-422-1888

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT AND OFFICE**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the Corporation is **Poor Old Chas, Inc.**
2. The name and address of the registered agent and registered office of the Corporation is :

Charles Anderson, Jr.
916 Hidden Terrace Road
Naples, Florida 34104

Signed this 14th day of November, 1996, by:

Charles Anderson, Jr. L.S.
Charles Anderson, Jr.

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date: 11-14-96
Charles Anderson, Jr. L.S.
Charles Anderson, Jr.