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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P 96 000 102 759  
December 16, 1996

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

100002033931--2  
-12/19/96--01067--001  
\*\*\*122.50 \*\*\*122.50

RE: WILLIS AUTO SALES, INC.

Dear Sir:

Enclosed herewith for filing in connection with the above referenced matter, please find Articles of Corporation, together with Registered Agent form, together with our check in the amount of \$122.50 to cover the cost of your fee.

Please forward a certified copy to this office.

Thanking you in advance for your assistance in this matter, I am,

Sincerely,

Brandon J. Rafool

BJR:dn  
Enclosures

P. ON-23-068 DEC 23 1996

ARTICLES OF INCORPORATION  
OF

WILLIS AUTO SALES, INC.

The undersigned subscriber to these Articles of Incorporation competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is WILLIS AUTO SALES, INC., whose address is: 1350 S. Lake Shore Way, Lake Alfred, Florida 33850.

**ARTICLE II - PURPOSE**

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

**ARTICLE III - CAPITAL STOCK**

The total authorized capital stock of this Corporation shall be 1000 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

**ARTICLE IV - PREEMPTIVE RIGHTS**

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

**ARTICLE V. - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

**ARTICLE VI - ADDRESS**

The principal office of this Corporation shall be 1350 S. Lake Shore Way, Lake Alfred, Florida 33850, but the Corporation shall have the power to establish branch offices and other places of

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business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

#### ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

#### ARTICLE VIII - ORIGINAL DIRECTORS

The names and addresses of the members of the first Board of Directors, are:

CRAIG WILLIS: 1350 S. Lake Shore Way  
Lake Alfred, FL 33850


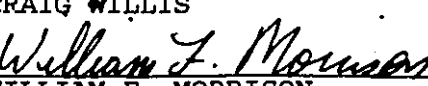
WILLIAM F. MORRISON: 1350 S. Lake Shore Way  
Lake Alfred, FL 33850

#### ARTICLE IX. - SUBSCRIBER

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

CRAIG WILLIS: 1350 S. Lake Shore Way  
Lake Alfred, FL 33850

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation in the office of the Secretary of State, t s 10th day of December, 1996.

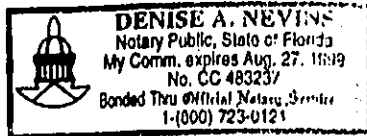
  
CRAIG WILLIS  
  
WILLIAM F. MORRISON

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME personally appeared CRAIG WILLIS and WILLIAM F. MORRISON, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced N/A, as identification and who did (did not) take an oath, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 16th day of December, 1996.

Denise A. Nevins  
Notary Public  
My Commission Expires \_\_\_\_\_



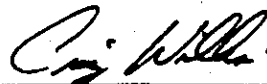
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

FIRST--- **WILLIS AUTO SALES, INC.**, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of **LAKE ALFRED**, State of **FLORIDA**, has named, **CRAIG WILLIS**, located **1350 S. Lake Shore Way, Lake Alfred, Florida 33850** as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT: (Must be signed by Registered Agent).

Having been named to accept service of process for the above state 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.



**CRAIG WILLIS**  
**REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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