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P 96 000 102 759
December 16, 1996

FILED
95 DEC 19 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

NOVEMBER DEC 23 1996

ARTICLES OF INCORPORATION
OF
WILLIS AUTO SALES, INC.

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TALLAHASSEE, FLORIDA

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

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, this 10th day of December, 1996.



CRAIG WILLIS



WILLIAM F. MORRISON

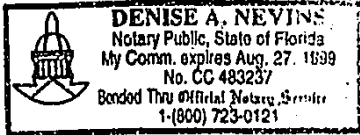
100% RECYCLED

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/C, 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

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TALLAHASSEE, FLORIDA